



ASSOCIATED ALCOHOLS & BREWERIES LIMITED

(CIN: L15520MP1989PLC049380)

Registered & Corporate Office: 4th Floor, BPK Star Tower, A.B. Road, Indore - 452008

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Clause 49(II)(B)(4) of the Indian Listing Agreement]

The broad terms and conditions of Appointment of Independent Directors are as under:

- The appointment is for term of as consented/agreed or maximum 5 years unless terminated earlier in accordance with the applicable law.
- The Independent Director shall be governed by the code for Independent Directors as laid down in Schedule IV to the Act with section 149(8) of the Act.
- The Independent Directors shall also comply with the Code of Conduct for Directors
- The company has various Sub-Committees of the Board viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee so as to conform the regulatory requirements of the company. The Board of Directors may appoint the Independent Directors as Chairman/Member of one or more of the committees.
- The Independent Directors shall be entitled to sitting fees and other incidental charges for attending the Board and Committee Meetings and for discharging their duties as Independent Directors of the Company.
- The Directors will be entitled to the benefit of a training program to familiarize themselves with the business and affairs of the Company, growth plans, the peculiarities of the Industry in which the company operates and its goals and expectations and long term plan and objectives.
- The Independent Directors are expected not to disclose confidential information, including commercial secrets, technologies, advertising, price sensitive information, unless such disclosure is expressly approved by the Board or requires by the law.
- The resignation or removal of an Independent Director shall be in the same manner as provided in section 168 and 169 of the Act.