

Terms and Conditions of Appointment of Independent Directors on the Board of PH Trading Limited

The appointment of Independent Directors of the Company is subject to confirmation by shareholders in the next Annual General Meeting and the extant provisions of applicable laws including (i) Companies Act, 2013 (ii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (iii) Articles of Association of the Company, and is generally for a period of five years. The Independent Directors are required to comply with “Basis Code of Business Conduct & Ethics for Boards Members”, and other Codes, Policies & Procedures framed pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, DPE Guidelines on Corporate Governance, etc.

The Independent Directors are entitled to sitting fee for attending each meeting of the Board and its Committees, as decided by the Board from time to time.

At present, the sitting fee is Rs. 250/- for attending each meeting of the Board and Committee thereof and they are not eligible for any profit related commission or stock option