

**TERMS AND CONDITIONS OF REAPPOINTMENT OF
INDEPENDENT DIRECTOR IN B&A PACKAGING INDIA LTD**

The Members of the Company in the Annual General Meeting of the Company held on 17th September 2014 approved the appointment of Mr. Amit Chowdhuri as an Independent Director in the Company for an initial term of five consecutive years to hold office upto 31st March 2019.

In terms of section 149 of the Companies Act' 2013 (hereinafter the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the SEBI (LODR), an independent director shall hold office for an initial term of five consecutive years but shall be eligible for re-appointment on passing a Special Resolution by the Members of the Company. Accordingly on passing Special Resolution by the Members of the Company the above mentioned Director would stand eligible for reappointment as Independent Director in the Board of Directors of the Company (hereinafter the Board) for a 2nd term of five consecutive years on expiry of his existing tenure of Directorship as mentioned above.

Accordingly, in compliance with the applicable provisions of the Act' and relevant rules and regulations framed thereunder and SEBI (LODR) the Board at its meeting held on 14th December 2018, recommended for the approval of the Members, the re-appointment of Mr. Amit Chowdhuri for a 2nd term of five consecutive years and to hold office as non-executive Independent Director from 1st April 2019 to 31st March 2024.

The Company has set the following terms and conditions of reappointment of Mr. Amit Chowdhuri (hereinafter as the Independent Director) in the Company.

(A) Terms of Re-appointment

(i) 'Independent Director' will be reappointed for a 2nd term of five consecutive years after necessary approvals are accorded from the Members in form of Special Resolutions in the Extra Ordinary General Meeting scheduled on 22nd February 2019. On passing the resolution the 'Independent Director' will be reappointed in the Board to hold office as per schedule as stated above.

(ii) The Board of Directors has considered reappointment of 'Independent Director' on the basis of declaration of independency given by him at the meeting of the Board held on 14th December 2018. The 'Independent Director' shall place before the Board similar declarations in the first meeting of the Board of Directors to be held in every financial year.

(iii) The 'Independent Director' should abide by the 'Code of Conduct' appended herewith as Schedule.

(B) Expectation of the Board as a Director and Member in the "Committees' of the Board.

(i) The Board expects from the 'Independent Director' to bring independent judgement on the Board's and Committee deliberations especially on issues of strategy, performance, risk management, key appointments and standards of conduct;

(ii) To bring an objective view in the evaluation of the performance of the Board and management;

- (iii) To scrutinize the performance of the management in the meetings of the Board and Committees;
- (iv) To oversee the integrity of financial informations in the financial statement of the Company and that financial control and the systems of risk management are in place;
- (v) To safeguard the interest of all stakeholders, especially minority shareholders;
- (vi) To determine appropriate levels of remuneration of executive directors, key managerial persons and to have a prime role in appointing and wherever necessary recommend removal of key managerial persons;
- (vii) To advise the management in situations of conflict between the management and shareholder's interest.
- (viii) To assist the Board in implementing the best corporate governance practices.

(C) Fiduciary duties and accompanying liabilities

- (i) The Board expects from the 'Independent Director' to regularly refresh his knowledge and familiarity with the Company;
- (ii) Seek appropriate clarification where necessary or advise to take professional opinion whenever found necessary;
- (iii) Strive to attend all meetings of the Board and Committee of Directors as member/invitee;
- (iv) Participate actively in the discussion of the Board and Committees;
- (v) Strive to attend the General Meetings of the Company;
- (vi) Strive to record their concerns in the minutes of the meeting of the Board or Committees which are not resolved by the Board or the Committees;
- (vii) Take care not to obstruct the functioning of an otherwise properly convened Board or Committee meeting;
- (viii) Ensure that adequate deliberations are held before approving any related party transactions and assure that are in the interest of the Company.
- (ix) Ensure that the vigil mechanism is in place and working properly, and report suspected fraud, unethical behaviour, or any violation of code of conduct to the Board.

(x) Ensure confidentiality of information, including commercial secrets, unpublished price sensitive information etc., unless disclosure is expressly approved by the Board or required by law.

(xi) The offices of “Independent Director” will carry liabilities only in respect of such acts of omission or commission of the Company which have occurred with the knowledge, attributable through Board Processes and with the consent or connivance of the Independent Director or where he has not acted diligently.

(D) Code of Business Ethics

The following are the code of business ethics, the Board recommends for its members including ‘Independent Director’:

(i) Compliance with laws, rules and regulations including insider trading laws.

(ii) Protecting confidential and other proprietary information of the company and that of the stakeholders of the Company.

(iii) Dealing with conflicts of interest.

(iv) Promoting full, fair, accurate, timely and understandable disclosure in the financial reports and other public communications issued by the Company from time to time.

(v) Strive to provide adequate medical, educational and welfare facilities to the employees of the company.

(vi) Protecting the environment.

(vii) Reporting to the Board any unlawful or unethical behaviour.

(E) List of negative actions

(i) ‘Independent Director’ should not deal with the shares in the Company or in the Subsidiary Company without approved trading plan or preclearance of trade from the Compliance Officer;

(ii) Abstain from participating in the discussion of the Board where he is directly or indirectly interested;

(iii) Abstain from forward dealing of the securities of the Company;.

(iv) Abstain from disseminating any price sensitive information acquired by virtue of their offices;

(F) Periodic Fees and reimbursement of expenses

'Independent Director' will be entitled to sitting fees of Rs. 25,000 (Twenty Five Thousand) for attending each meeting of the Board of Directors and Rs. 10,000 (Ten Thousand) for attending each meeting of the Audit Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee. Further the Independent Director will be entitled to sitting fees of Rs. 6,000 (Six Thousand) for attending each meeting of the Share Transfer Committee.

'Independent Directors' are also be entitled for a reimbursement of incidental expenses of Rs. 2000/- (Two Thousand) for attending meetings. The Company will arrange for travelling and lodging for outstation Directors for attending the meetings of the Board and Committees or in the alternative reimburse such expenses.

CODE OF CONDUCT OF INDEPENDENT DIRECTORS

- ▣ An Independent Director shall uphold ethical standards of integrity and probity.
- ▣ He shall act objectively and constructively while exercising his duties.
- ▣ He shall exercise his responsibilities in a bona fide manner in the interest of the company. He shall devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- ▣ He shall not allow any extraneous considerations that will vitiate his exercise of objective independent judgement in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
- ▣ He shall not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantages for any associated person.
- ▣ He shall refrain from any action that would lead to loss of his independence.
- ▣ If in any circumstance, he loses his independence he shall immediately inform such event to the Board of Directors.
- ▣ He shall assist the company in implementing the best corporate governance practices in the company.