



TRUE COLORS LIMITED

(Formerly known as "True Colors Private Limited")

(U17299GJ2021PLC126265)

TERMS AND CONDITION OF APPOINTMENT FOR INDEPENDENT DIRECTORS

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Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“Act”), the terms and conditions for the appointment of Independent Directors are as follows:

The terms and conditions of appointment of Independent Directors, as set out in hereunder, are subject to the extent provisions of the applicable laws, including the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company.

1. Appointment

- 1.1. The appointment will be for the period mentioned in the resolution appointing the Independent Director (“Term”), which shall not exceed the maximum no. of years and terms as prescribed under the Act and Listing Regulations. The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the Act.
- 1.2. The term “Independent Director” should be construed as defined under the Companies Act, 2013 and Listing Regulations, whenever applicable.
- 1.3. The Company has adopted the provisions with respect to appointment and tenure of Independent Directors as are consistent with the Companies Act, 2013. The Company is at liberty to disengage a Non-Executive Independent Director earlier subject to compliance of the relevant provisions of the Companies Act, 2013.
- 1.4. Independent Director shall not be liable to retire by rotation.

2. Committees:

The Board of Directors (the Board) may invite Independent Director(s) for being appointed on one or more of the existing Board Committees or any Committee(s) that may be set up in the future. Appointment on such Committee(s) will be subject to the applicable legal requirements.

3. Time Commitment:

- 3.1. As a Non-Executive Independent Director, Independent Director(s) are expected to bring objectivity and independence to the Board’s discussions and help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management, as well as ensuring high standards of financial probity and corporate governance. Independent Director(s) will be expected to attend the Board, the Board Committees and the General Meetings and to devote sufficient time, as required for them to discharge their duties effectively. Ordinarily, all meetings are held in Surat, Gujarat at Registered office of the Company.
- 3.2. By accepting the appointment, Independent Director(s) confirm that they are in a position to allocate sufficient time to meet the expectations of their role to the satisfaction of the Board.

4. Fiduciary Duties:

Independent Director(s)’ role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and inter alia are as under:

- 4.1. Independent Director(s) shall act in accordance with the Company's Articles of Association.
- 4.2. Independent Director(s) shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company.
- 4.3. Independent Director(s) shall discharge their duties with due and reasonable care, skill and diligence.
- 4.4. Independent Director(s) shall not involve themselves in a situation in which Independent Director(s) may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests, must be avoided at all costs. Please refer to clause 5 for full explanation on conflict of interest.
- 4.5. Independent Director(s) shall not assign their office as Director and any assignments so made shall be void. There are certain roles, functions, duties prescribed for all Independent Directors, which are listed in the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013. Independent Director(s) shall abide by the said 'Code of Conduct for Independent Directors' as amended from time to time to the extent relevant and applicable to your role.

5. Conflict of Interest:

- 5.1. It is accepted and acknowledged that Independent Director(s) may have business interests, memberships other than those of the Company. As a condition to their appointment commencing, they are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of their appointment.
- 5.2. In the event that Independent Director(s)' circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that they are independent, this should be disclosed to both the Chairman and the Secretary.

6. Confidentiality:

All information acquired during Independent Director(s)' tenure of directorship is confidential and should not be disclosed, either during their tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any stock exchange or regulatory body. In the latter case, Independent Director(s) would be required to suitably inform the Chairman of such an event or disclosure. Independent Director(s) should direct any media queries or approaches to the appropriate spokesperson within the Company. On reasonable request, Independent Director(s) shall surrender any documents and other materials made available to them by the Company.

7. Dealings in shares:

Independent Director(s) are required to comply with the Company's Insider Trading Code of Conduct. This code inter alia prohibits the Directors from dealing in the Company's shares during the period when the trading window is closed. Independent Director(s) are also required to comply with the applicable SEBI insider trading laws and regulations as and when applicable.



8. Evaluation:

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and the Directors on an annual basis. Independent Director(s)' appointment and reappointment on the Board shall be subject to the outcome of the yearly evaluation process.

9. Disclosure of Interest:

It is expected that any interest Independent Director(s) may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record their interest appropriately and Company's records are updated. A general notice that Independent Director(s) are interested in any contracts with a particular person, firm or company is acceptable.

10. Termination:

- 10.1. Independent Director(s) may resign from their position at any time and should they wish to do so, they are requested to serve a reasonable written notice to the Board.
- 10.2. Continuation of Independent Director(s)' appointment is contingent on them getting re-elected by the shareholders in accordance with provisions of the Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. Independent Director(s) will not be entitled to any compensation if the shareholders do not re-elect you at any time.
- 10.3. Independent Director(s)' appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company.

(This Policy is approved by the Board of Directors at its meeting held on March 13, 2025)