

**Northern Aromatics Private Limited**

**Regd. Office:**

Flat No. 5, Upper Ground Floor, Indra Prakash Building, 21, Barakhamba Road, New Delhi- 110001

**CIN:**

U01100DL1979PTC010100

**Phone:**

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corp@northernaromatics.com

**For Queries or Grievances, please contact:**

Mr. Neeraj Sharma

**Terms and Conditions for the appointment of an Independent Director:**

Besides the provisions applicable for the appointment of an Independent Director as per Companies Act, 2013 including the rules, schedules and standards thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with relevant Clauses, if any, of the Memorandum of Association and Articles of Association of the Company, a person can be appointed as Independent Director of the Northern Aromatics Limited:

- a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b) (i) who is or was not a promoter of the company;  
(ii) who is not related to promoters or directors in the company;
- c) who has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent of his total income with the company during the two immediately preceding financial years or during the current financial year;
- d) none of whose relatives—
  - a. is holding any security of or interest in the company during the two immediately preceding financial years or during the current financial year
  - b. is indebted to the company or directors in excess of such amount as prescribed by Companies Act, 2013, during the two immediately preceding financial years or during the current financial year;
  - c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the company for such amount as prescribed by Companies Act, 2013 during the two immediately preceding financial years or during the current financial year; or
  - d. has any other pecuniary transaction or relationship with the company amounting to two percent or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);
- e) who, neither himself nor any of his relatives—
  - a. holds or has held the position of a key managerial personnel or is or has been employee of the company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed
  - b. is or has been an employee in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - i. a firm of auditors or company secretaries in practice or cost auditors of the company; or
    - ii. any legal or a consulting firm that has or had any transaction with the company amounting to ten per cent or more of the gross turnover of such firm;
  - c. holds together with his relatives two per cent or more of the total voting power of the company; or
  - d. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or that holds two per cent or more of the total voting power of the company;
- f) who possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business;
- g) whose name is included in the data bank as specified by Companies Act, 2013 and ensure that his name is included for the period till he is the independent director.