

HCKK VENTURES LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

A. Preliminary

Appointment of Independent Director is subject to the following:

1. During the tenure as an Independent Director, Independent Director will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") stating that Independent Director meet the criteria of Independence.
2. So long as he/ she is an Independent Director of the Company, the number of companies in which Independent Director hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. During the tenure, Independent Director will ensure that there are no disqualifications to act as a Director pursuant to the provisions of Section 164 of the Act.
4. Independent Director will ensure compliance with other provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable as an Independent Director.

B. Term

Appointment of Independent Director is for a term of 5 years commencing from the date of appointment.

C. Code of Conduct and Duties and Responsibilities

1. Independent Director will abide by the HCKK Ventures Limited Code of Ethics and Business Principles Applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company
2. Independent Director will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013.
3. Independent Director will not hold office as a Director or any other office in a competing firm/entity.
4. Independent Director are expected to stay updated on how best to discharge roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable laws, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
5. Independent Director are expected to:
 - (i) take decisions objectively and solely in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;

- (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
- (iv) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

D. Remuneration

Annual remuneration will be as under:

- (a) sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
- (b) Commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and performance evaluated by the Board of Directors.