

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[Adopted by the Board of Directors on January 18, 2025]

OM FREIGHT FORWARDERS LIMITED
(Formerly known as OM Freight Forwarders Private Limited)



COMMON TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[Pursuant to provisions of Schedule IV of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

The term “**Independent Director**” shall be construed as defined under the Companies Act, 2013, and the SEBI Listing Regulations, as amended from time to time.

The Board of Om Freight Forwarders Limited has constituted various Board Level Committees as required under statutory regulations and guidelines to ensure smooth and efficient decision- making processes. An Independent Director may be appointed to serve as Chairperson/Member on any of these Committees or any other Committees that may be constituted from time to time, subject to applicable law.

The appointment is done for a period of 5 years as approved by the shareholders, provided that he/ she shall continue to meet the criteria of ‘Independence’ in accordance with law.

They shall not be liable to retire by rotation as per provision of Companies Act, 2013 and Listing Regulations.

1. Functions, Responsibilities, and Duties

The roles, functions, and duties of an Independent Director shall be as required under the applicable provisions of the Companies Act, 2013, and the rules made thereunder, along with the SEBI Listing Regulations, as amended from time to time.

A) Collectively as Board:

As a member of the Board, collectively with other Board Members, Independent Director shall:

- I. Act in accordance with the Articles of Association of the Company;
- II. Act in good faith in order to promote the objects of the Company for the benefit of its shareholders as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- III. Conduct himself so as to meet expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making;
- IV. Ensure that the report of the Board of Directors to the shareholders contains all the relevant disclosures.

In addition, responsibilities will include those outlined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter may be referred as ‘Listing Regulations’), the Companies Act, 2013 and other applicable and prevailing Act, Rules or Regulations.

Further, in accordance with Section 166 of the Companies Act, 2013, Independent Directors shall:

- I. Act in accordance with the Articles of Association of Om Freight Forwarders Limited.
- II. Act in good faith to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, its employees, shareholders, the community, and for environmental protection.
- III. Exercise their duties with due and reasonable care, skill, and diligence.
- IV. Avoid involvement in situations where they may have a direct or indirect interest that conflicts or may

conflict with the interests of the Company.

V. Refrain from achieving or attempting to achieve any undue gain or advantage for themselves or their relatives, partners, or associates.

VI. Not assign their office as Director; any such assignment shall be void.

Individually as Member of the Board Independent Director shall:

- i. Regularly attend Board and Committee meetings and shareholders meetings;
- ii. Abide by the provisions of the “Code for Independent Directors” which is part of Schedule IV to the Companies Act, 2013.
- iii. Exercise his duties with due and reasonable care, skill and diligence and exercise independent judgment;
- iv. Not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- v. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives or partners;
- vi. Not assign his office;
- vii. Not serve as an Independent Director in more than seven listed companies. If he happens to be serving as a Whole-time Director in any listed company, then he cannot serve as an Independent Director in more than three listed companies.
- viii. Not hold office as a Director or any other office in a competing Firm / Company;
- ix. Maintain confidentiality with utmost care about the Company’s as well as Aarti Group’s strategy, technology, planning, organisation, business outlook, budgets, financials and any information including price sensitive information, that may have an adverse impact on interest of the Company or its stakeholders;
- x. Facilitate Company’s adherence to high standards of ethics and corporate behavior;
- xi. Guide the Board in monitoring the effectiveness of the Company’s governance practices and to recommend changes, required if any; and
- xii. 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.

As a non-executive Independent Director, he will be liable only in respect of such acts of omission or commission by Company which had occurred with his knowledge attributable through Board process, and with his consent or connivance or where he had not acted diligently.

2. Remuneration and Reimbursement of Expenses

Independent Directors shall be remunerated by way of sitting fees for attending meetings of the Board and its Committees, as decided by the Board from time to time in compliance with applicable law.

In addition to the sitting fee, Independent Directors shall be eligible for reimbursement of boarding, lodging, and travel expenses incurred while attending Board and Committee meetings.

3. Conflict of Interest

It is acknowledged that Independent Directors may have business interests other than those of the Company. As a condition precedent to the commencement of their appointment, Independent Directors are required to declare to the Company any directorships, appointments, and interests to the Board. They must also declare any changes in circumstances that may affect their status as an Independent Director.

At the first meeting of the Board in which they participate as an Independent Director, and thereafter, at the first meeting of the Board in every financial year or whenever there is a change in circumstances that may affect their status, they must declare that they meet the criteria of independence.

4. Termination

An Independent Director may resign from their position at any time by providing a reasonable written notice to the Board of Om Freight Forwarders Limited, stating the reason for resignation.

Continuation of their appointment is contingent on their willingness to continue as an Independent Director and on their reappointment by the shareholders in accordance with applicable law.

5. Confidentiality

All information pertaining to Om Freight Forwarders Limited acquired during their appointment as an Independent Director is confidential and should not be disclosed to third parties unless required by law.

6. Liability

Subject to applicable law, Independent Directors shall be liable for any breach of their duties as prescribed under applicable law. In relation to Om Freight Forwarders Limited, they would be liable for acts of omission or commission by the Company that occurred with their knowledge, attributable through Board processes, and with their consent or connivance, or where they have not acted diligently.

7. Miscellaneous

The appointment of an Independent Director is subject to the maximum permissible number of directorships that an individual can hold under applicable law, including the provisions of the Companies Act, 2013, and the SEBI Listing Regulations, as amended from time to time.
