



ALFA TRANSFORMERS LTD.

CIN-L311020R1982PLC001151

Regd. Office : Plot No. 3337,
Mancheswar Industrial Estate
Bhubaneswar -751010, Odisha, India

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ISO 9001 : 2008
Certificate Registration No 99 100 11745

Terms and Conditions of Appointment of Independent Directors

Date:

To

_____ (Name of Independent Director)
_____ (Address of Independent Director)

Dear Sir,

Sub: Your Appointment as an Independent Director (ID) of "Alfa Transformers Ltd."

We are pleased to inform you that the shareholders in the Annual General Meeting held on _____ have approved your appointment as an Independent Director of the Company to hold office for a period of _____ years with effect from _____. The brief terms and conditions for your appointment is as mentioned below:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every financial year u/s 149 (7) of the Companies Act 2013 (Act) that you meet the criteria of Independence.
2. So long as you are an ID of the Company, the number of companies in which you hold office as director or a chairman or committee member should not exceed the limit stipulated under the Act and the listing agreement [SEBI(LODR)Regulation, 2015].
3. As directed by the board, during the tenure of your office you may be required to serve on one or more committees of the board as per the terms of its reference.
4. You will have to comply with the code of conduct for Board members and senior management to the extent applicable to ID of the Company.
5. You will have to comply with the guidelines for professional conduct, roles, functions and duties as are provided under Schedule-IV of the Companies Act, 2013.
6. You will be paid such remuneration by way of sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees and such commissions that may be determined by the Board and the shareholders from time to time.

Plant at Bhubaneswar : Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar -751010 & Plot No. 2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar -751010
Plant at Vadodara : Plot No. 1046, 1047 & 1048, G.I.D.C. Estate, Waghoda, Dist : Vadodara-391760, Gujrat



7. You will not hold office as director or any other office in a competing firm/entity.
8. You are expected not to involve yourself in a situation which may have a direct or indirect conflict of interest with the interest of the Company.
9. Your reappointment or extension of terms of appointment and your remuneration if any will be recommended by the Nomination and Remuneration Committee of the Board of Directors.

You are requested to sign the duplicate copy of this letter as token of your acceptance.

Thanking You
Yours Faithfully

For Alfa Transformers Ltd.

Chairman