APPOINTMENT LETTER

Date: 7th May, 2024

Shri. R. Ramanathan
Kerala.

Dear Sir,

Sub: Your appointment as the Independent Director of the Company

We are pleased to advise you that the Board of Directors have approved your appointment on 7th May, 2024 as an Independent Director of the Company as envisaged under section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013. The appointment is subject to approval by the Members of the Company.

A. TERM OF APPOINTMENT

(i) Your appointment as an independent director is for a term of five (5) consecutive years commencing from 7th May, 2024 to 6th May, 2029, during which period you will not be subject to retirement by rotation. Your tenure will also be subject to your continuing to meet the criteria of independence during the term of the appointment.

(ii) Your re-appointment as Independent Director is on the basis of performance evaluation as stipulated in Clause V of Schedule IV of Companies Act, 2013.

B. EXPECTATION

You 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 behaviour.

(iii) guide the Board in monitoring the effectiveness of the Company's business policies and practices and to recommend changes, required if any.

(iv) assist 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.

(v) discharge the responsibilities according to the terms of reference of one or more of the Committees of the Board to which you may be nominated.

C. FIDUCIARY DUTIES

(i) You shall discharge the duties that are normally required of an Independent Director under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR], Articles of Association of the Company and other applicable regulations.

(ii) You 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 interest of the company, its employees, the shareholders, the community and for the protection of environment.

(iii) You shall perform your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(iv) You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents and reports. You shall take reasonable efforts to keep such information confidential and shall not disclose to any third party, such Confidential Information, except with the prior consent of the Board.

D. INSURANCE

(i) The directors would be covered /indemnified as per the policy of the Company.

E. CODE OF CONDUCT

(i) You will abide by the Code of Conduct for Directors to the extent applicable to an independent director of the Company as approved by the Board of Directors.

(ii) You will abide by the Guidelines of professional conduct, Role, Function and Duties as an independent director as provided in Schedule IV of the Companies Act, 2013.

F. COMPLIANCES

(i) You will follow the Company's "Code for Prevention of Insider Trading" on insider information and the requirement under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely.

(ii) You will submit a declaration in the beginning of every financial year under section 149(7) of the Companies Act, 2013 ("the Act") during your tenure confirming whether you meet the criteria of independence.

(iii) You will promptly inform the Board of any change in the status of your independence.

(iv) So long as you are independent director of the Company, the number of companies in which you hold office as a director or a chairman or committee member will not exceed the upper limit stipulated under the Act and the LODR.

(v) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(vi) You will ensure compliance with other provisions of the Act and the LODR as applicable to you as an independent director.

G. REMUNERATION

(i) You will be paid sitting fees for attending each meeting of the Board and its committees as may be determined by the Board from time to time

(ii) You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

Thanking you,

Yours faithfully,
For **THE RAMARAJU SURGICAL COTTON MILLS LIMITED,**
Sd/-
P. R. VENKETRAMA RAJA
CHAIRMAN
DIN: 00331406