

NATRINAI VENTURES LIMITED
(Formerly known as Natrinai Ventures Private Limited)

CIN: U40100TZ2015PLC021605

Regd. Office Address: No.114, E4, 4th Floor, Sreemathi Mariammal Towers, Race Course, Coimbatore South, Coimbatore - 641018, Tamil Nadu

Email ID: finance@ngegreenenergy.com

Website: www.ngegreenenergy.com **Ph. No.** 89258 99652

Date: December 20, 2024

To

Mr. Kodivanam Rajaraman (DIN: 10788876)

28, Mayflower Silver Ridge Apartment,

9 and 10 Rathinasabapathy Puram,

Venkataswamy Road,

Coimbatore South,

Coimbatore – 641 002, Tamil Nadu

Sub.: Your appointment as an Independent Director to the Board of Directors of Natrinai Ventures Limited ("Company").

Dear Mr. Kodivanam Rajaraman

I have the pleasure in informing you that your appointment as an 'Independent Director' of the Company, has been approved by the Board of Directors (the "Board") of our Company in terms of the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder. The terms and conditions covering your appointment are mentioned hereunder:

1. Term:

In accordance with the provisions of the Companies Act, 2013 and any other laws as may be applicable, you will hold office as a Non-executive Independent Director on the Board of the Company for a period of 5 years from the date of your appointment.

2. Committees:

The Board may, if it deems fit, invite you for being appointed on one or more Board Committees or any such Committee that it sets up in the future during the tenure of your office. Upon your appointment, you will be provided with the appropriate committee charter which sets out the functions of that Committee.

3. Remuneration:

You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid sitting fees for attending meetings of the Board of Directors and the Committees thereof in which you hold Committee position. The sitting fees per meeting is payable as below:

Particulars	Amount (INR)
Board Meeting	Rs. 10,000/- per meeting
Committee Meetings	Rs. 10,000/- per meeting

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You will not be entitled to reimbursement of expenses for attending the meetings of the Board of Directors and the Committees.

4. Role and Duties:

Independent directors have the same general legal responsibilities to the Company as that of any other director as provided under the Companies Act, 2013 and the rules thereunder. The Board, as a whole, is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as mentioned in **Annexure-I** hereto. Apart from that your conduct shall abide by the Code of Independent Directors as prescribed under the Schedule IV of the Companies Act, 2013, as may be amended from time to time and with the Code of Business Conduct and Ethics as formulated by the Company and as may be amended from time to time.

5. Confidentiality:

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

Your attention is also drawn to the requirements under the to be applicable regulations and the Code of Conduct for Prevention of Insider Trading which concerns the disclosure of price sensitive information and dealing in the securities of the Company going forward. Consequently, you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman.

6. Familiarization Program:

A familiarization program shall be undertaken for you to enable you to understand the business of the Company including sharing Management Organizational Chart, publicity material of the company & policy handbook of the Company etc, after your appointment. Ongoing training and familiarisation sessions, including briefings from management on business, strategy, operations & financial updates shall also be conducted. Please avail yourself of these opportunities as fully as is appropriate to your circumstances.

7. Evaluation:

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis.

On behalf of the Board, I heartily congratulate and welcome you on board. I am confident your expertise and valuable advice in future will be of immense value addition to the Company and the Board.

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Yours Sincerely,
For Natrinai Ventures Limited


Ezhil Govindasamy
Director
DIN: 00776230



Annexure-I

Duties of Directors

- I. You shall act in accordance with the Company's Articles of Association.
- 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 discharge your duties with due and reasonable care, skill and diligence.
- IV. 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.
- V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- VI. You shall not assign your office as Director and any assignments so made shall be void.

In addition to the above requirements applicable to all Directors, the role of the Independent Director has the following key elements besides other duties cast upon them under Schedule IV of the Companies Act, 2013:

- I. help in bringing an independent judgement to bear on Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- II. bring an objective view in the evaluation of the performance of board and management;
- III. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- IV. Satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible
- V. Safeguard the interests of all stakeholders, particularly the minority shareholders;
- VI. Balance the conflicting interest of stakeholders;
- VII. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- VIII. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

The Independent Directors shall—

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- I. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- II. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- III. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- IV. strive to attend the general meetings of the Company;
- V. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- VI. keep themselves well informed about the Company and the external environment in which it operates;
- VII. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- VIII. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- IX. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- X. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- XI. act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- XII. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

An Independent Director shall:

- I. uphold ethical standards of integrity and probity;
- II. act objectively and constructively while exercising his duties;
- III. exercise his responsibilities in a bona fide manner in the interest of the Company;
- IV. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- V. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- VI. not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- VII. refrain from any action that would lead to loss of his independence;
- VIII. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- IX. assist the Company in implementing the best corporate governance practices.