



## **I. Guidelines of profession conduct**

An Independent director shall:

1. Uphold ethical standards of integrity and probity;
2. Act objectively and constructively while exercising his duties;
3. Exercise his responsibilities in a bona fide manner in the interest of the company;
4. Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. Not allow any extraneous consideration 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;
6. 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;
7. Refrain from any action that would lead to loss of his independence;
8. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. Assist the company in implementing the best corporate governance practices.

## **The Victoria Mills Limited**

Registered Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013.

Phone: +91-22-2497 1192/93 Fax: +91-22-2497 1194 Email : [vicmill@vsnl.com](mailto:vicmill@vsnl.com) / [vicmill2013@gmail.com](mailto:vicmill2013@gmail.com)

Website : [www.victoriamills.in](http://www.victoriamills.in) CIN : L17110MH1913PLC000357



## **II. Rule and Functions:**

The independent directors shall:

1. Help in bringing an independent judgment to bear on the Board's deliberations especially on issue of strategy, performance, risk management resources, key appointments and standards of conduct;
2. Bring an objective view in the evaluation of the performance of board and management;
3. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the system of risk management are robust and defensible;
5. Safeguard the interest of all stakeholders, particularly the minority shareholders;
6. Balance the conflicting interest of the stakeholders;
7. 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;
8. Moderate and arbitrate in the interest of the company as a whole in situation of conflict between management and shareholder's interest.

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### **III. Duties:**

The independent directors shall –

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meeting of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. 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;
7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that same are in the interest of the company;
10. 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;
11. Report concerns about unethical behavior actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interest of the company, shareholders and its employees;
13. 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.

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#### **IV. Manner of appointment:**

1. Appointment process of independent directors shall be independent of the company management, while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge the functions and duties effectively.
2. The appointment of independent directors of the company shall be approved at the meeting of shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of independent directors shall be formalized through a letter of appointment which shall set out:-
  - a) The terms of appointment
  - b) The expectation of the Board from the appointed director, the Board level committee(s) in which director is expected to serve and its tasks.
  - c) The fiduciary duties that come with such an appointment along with accompanying liabilities;
  - d) Provisions for directors and officer (D and O) insurance, if any;
  - e) The Code of Business Ethics that the company expects its directors and employees to follow;
  - f) The list of actions that a director should not do while functioning as such in the company; and
  - g) The remuneration mentioning periodic fees, reimbursement of expenses for participation in the Board's and other meetings and profit related commission, if any.

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5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent directors shall be posted on the company's website.

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