



### **Criteria for determining qualifications, positive attributes and independence of a director**

With the objective of ensuring that the Company's Board is competent at all points of time to be able to take decisions commensurate with the size and scale of operations and complexities of business, the Nomination and Remuneration Committee lay down the following Criteria for determining qualifications, positive attributes and independence of a director:

#### **1. Qualifications:-**

- Person shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.
- The person must be a graduate or equivalent to be a member of the Board.

#### **2. Positive attributes:-**

- Person shall uphold ethical standards and probity above all and have requisite experience and proficiency to direct and control business affairs;
- He/she shall have the ability to act objectively and constructively;
- Allocate sufficient time and attention to the Company performances and assist the Company in implementing the best corporate governance practices.

#### **3. Independence:-**

A person willing to be inducted in the Board of CCL must accept to the following code of conduct to maintain independence in his/her judgements:

- To ensure that personal interest do not conflict with interest of CCL;
- To take utmost care and diligence in exercising the powers attached to the office in performance of the duties;
- To act in accordance with the highest standards of personal and professional integrity & maintain honesty and ethical conduct in the best interests of CCL;
- To ensure not to provide any information to the press and any other publicity media unless specifically authorized to do so;
- To remain independent in judgement and actions in respect of all decisions taken by the Board;
- To ensure that confidential information acquired in the course of work is disclosed only if permitted by the Company or in accordance with requirements of law.

REVIEWED AND ADOPTED BY THE BOARD OF DIRECTORS AT THEIR MEETING HELD ON 26TH MAY, 2022.

---

**CHEVIOT COMPANY LTD.**