



## KERALA STATE ELECTRICITY BOARD LIMITED

Incorporated under the Companies Act, 1956

CIN : U40100KL2011SGC027424

Reg. Office : Vidyuthi Bhavanam, Pattom, Thiruvananthapuram – 695004, Kerala.

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No.CS/KSEBL/Independent Director/2015-16

Date: 19.03.2024

### TERMS OF APPOINTMENT

To

Prof. Arun Kumar  
Department of Hydro and Renewable Energy,  
IIT Roorkee,  
Uttarakhand - 247667

**Dear Sir,**

Sub: Appointment of Independent Director-KSEB Limited  
Ref : 1. GO(Rt)No.20/2024/ POWER dated 22.01.2024.

This has reference to the Government Order cited 1<sup>st</sup> above and Board decision dated 13.03.2024 vide Agenda No 09-03/2024 of the 76th BDM on appointment of your goodself as Independent Director on the Board of KSEBL with effect from 13.03.2024.

Under Schedule IV read with Section 149(8) of the Companies Act 2013, the appointment of independent Directors shall be formalized through a letter of appointment. This letter of appointment sets out the terms and conditions covering your appointment.

#### **1. Appointment and terms thereof**

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as Independent Director of the Board. Your appointment / reappointment will be subject to approval in the general meeting.

#### **2. Board Committee**

During the tenure of your office, the Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or

more existing Board Committees or any such Committee that is set up in the future. The appointment of Independent Directors on such Committee(s) will be subject to the applicable laws.

**3. Time Commitment:**

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role to the satisfaction of the Board.

**4. Role, Duties and responsibilities:**

You will be expected to perform your duties, whether statutory or fiduciary faithfully, efficiently and diligently applying your extensive knowledge, skills and experience. In addition, you are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act as in force and as may be amended from time to time. While performing such duties, roles and functions, you will be required to abide by the Guidelines of Professional Conduct as stated under the said Schedule and the code of conduct prevalent in the company from time to time.

**5. Reimbursement of Expenses:**

You will be paid such remuneration by way of sitting fees subject to the applicable provisions of the Art 27(e) of Articles of Association and as per G.O.(Rt)No.349/2017/POWER dt.16.10.2017 of Government of Kerala (Copy enclosed) for attending the meetings of the Board and the Committees. Further, the Company may pay or reimburse to you such fair and reasonable expenditure as may have been incurred by you while performing your role as Independent Director of the Company.

Yours faithfully,



**CHAIRMAN & MANAGING DIRECTOR**