**Declaration by Independent Directors**

To,

The Board of Directors,

(Name of the Company)

(Reg. address of the company)

**Sub: Declaration under Section 149(6) of the Companies Act, 2013**

With reference to my· proposed appointment as an independent director in the company OR proposed reappointment I \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Director’s name), (DIN:\_\_\_\_\_\_\_\_\_\_), son/ wife/ daughter of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Father’s/Husband’s name) residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (residential address), do hereby declare that, pursuant to Provision of the Section 149(6) of the Companies Act, 2013;

1. (i) I am or was, not a promoter of the company or its holding, subsidiary or associate company;

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;

1. I have no or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent of my total income, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
2. None of my relatives:-
   1. is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:
   2. is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount is prescribed under the Companies Act, during the two immediately preceding financial years or during the current financial year;
   3. has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees, at any time during the two immediately preceding financial years or during the current financial year;

**OR**

* 1. has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to 2% or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (ii i) of sub section (4)

1. I, neither myself nor any of my relatives-
2. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
3. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of­
   * 1. A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
     2. Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
4. Holds together with my relatives two per cent or more of the total voting power of the company; or
5. Is a Chief Executive or direct or, by whatever name called, of any non-profit organization that receives twenty -five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company.
6. My name has been included in the databank of Indian Institute of Corporate Affairs on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (date of inclusion of name in the databank) and renewed on \_\_\_\_\_\_\_\_\_\_\_\_\_ (date) (delete if not applicable), as per rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 for a period of 1 year/5 years or lifetime.
7. I further declare that I am holding a Professional Qualification of a (CS/ CA/ CMA) and I am a Member of the ICSI/ ICAI OR ICAI, as on the date of this declaration. (if applicable)

# Date:

# Place:

**Signature:**

**Name:**

**(DIN:** )