Brief Profile of Mr. N. Sridharan, Independent Director

Mr. Natrajan Sridharan (N. Sridharan) is having more than 43 years' experience in Corporate Sector in Secretarial, Legal and administration matters including more than 12 years as Practicing Company Secretary. Presently he is Company Secretary and Compliance Officer of Maris Spinners Ltd., Chennai.

Other details:

Name	**: N. SRIDHARAN**
Fathers Name	**: Natarajan**
Address	**: Plot No.8, F2, First Floor, Ashwin Flats, Karthikeyapuram Second Cross Street, Madipakkam, Chennai-600092.**
	: Mobile : 9790791965
E-Mail id	**: ensridharan@gmail.com.**
Date of Birth & Age	**: 30th May 1955 – 69 years.**
PAN	**: AOUPS2954K**
DIN	**: 01476574**
ADHAR NO	**: 2455 3444 1934**
ICSI	**: M. NO. F1646**

Educational qualifications : **1. M.Com, ML, and MBA and FCS**
2. FCS - Fellow Member of the Institute of Company Secretaries of India.

Experience in Employment : More than 43 years experience in Corporate Sector in Secretarial, legal and administration mattes including more than 12 years a Practicing Company Secretary. Presently he is Company Secretary and compliance officer of Maris Spinners Ltd., Chennai.

DIRECTOR IN OTHER COMPANIES : NIL

OLYMPIC CARDS LIMITED Ph : 4292 1000 195, NSC Bose Road, Ch-1.

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06th November, 2024

Mr N. Sridharan
Independent Director,
M/S Olympic Cards Limited,
Plot No.8, F2, First Floor, Ashwin Flats,
Karthikeyapuram Second Cross Street,
Madipakkam, Chennai-600092.

Dear Sir,

Pursuant to the decision of the Board of Directors in its meeting held on 13th October, 2024 and approved as a Special Resolution, by the Shareholders of the Company in the Extraordinary General Meeting held on 6th November, 2024, I am writing to confirm our decision to appoint you as Independent Director on the Board of Directors of Olympic Cards Limited (hereinafter referred to as the Company) with effect from November 06· 2024 till November 05, 2029 (Five Years). This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment

1.1. Subject to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') you will be appointed as a Non-Executive Independent Director on the board of directors Olympic Cards Limited in its meeting held on 13th October, 2024 and approved as a Special Resolution, by the Shareholders of the Company in the Extraordinary General Meeting held on 6th November, 2024.

1.2. Your term of appointment is for a period from November 06· 2024 till November 05, 2029 (Five Years).

1.3.The company has adopted the provisions with respect to appointment and tenure of independent directors which is consistent with the Companies Act, 2013 and the SEBI(LODR) Regulations. Accordingly, the independent directors will serve for not more than two terms of five years each on the board of the Company. The Company is at liberty to disengage non-executive independent director earlier subject to compliance of relevant provisions of Companies Act, 2013.

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2. Committees

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. You appointment on such committee(s) will be subject to the applicable regulations.

3. Time commitment

3.1.As a Non-Executive director you are expected to bring objectivity and independence of view to the board's discussions and help provide the board with effective leadership in relation to the company's strategy, performance and risk management as well as ensuring high standards of financial probity and

Corporate Governance. The Board meets at least four times in a year. The audit committee also meets at least four times in a year. Besides, there are other committee meetings like Nomination and Remuneration Committee, Stakeholders' Relationship Committee meetings and some other committees.

You will be expected to attend Board, Board committees to which you may be appointed as member and shareholders meeting and to devote such time to your duties, as appropriate for you to discharge your duties effectively, ordinarily, all meetings are held in Chennai.

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

4. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the SEBI(LODR) Regulations, 2015. There are certain duties prescribed by the 'Act' for all directors, both executive and non-executive which are fiduciary in nature and are as under:

You shall act in accordance with the Company's Articles of Association.

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.

You shall discharge your duties with due and reasonable care, skill and diligence.

You shall not allow 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,. Please refer to Clause 7 for full explanation on conflict of interest.

You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

You shall not assign your office as Director and any assignments so made shall be void.

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In addition to the above requirements applicable to all Directors, the role of the Non-Executive Director has the following key elements:

Strategy: Non-Executive director should constructively challenge and help to develop proposals on strategy;

Performance: Non-Executive directors should scrutinize the performance of management in meeting agreed goals and objectives;

Risk: Non-Executive directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

People: Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive-Directors and in succession planning.;

Reporting: Non-Executive directors take responsibility for the processes for accurately reporting and performance and the financial position of the company.

Compliance: Non-Executive Directors should keep governance the compliance with the applicable legislation and regulations under review and the conformity of the company's practices to accepted norms.

5. Status of Appointment

5.1. You will not be an employee of the company and this letter shall not constitute a contract of employment.

5.2. The sitting fees and or conveyance payable to the non-executive independent directors as may be decided by the board as the Board of directors decide from time to time.

6. Reimbursement of Expenses

The company will for the period of your appointment reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

7. Conflict of Interest

7.1. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorship, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

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7.2.In the event that your circumstances seem likely to change and might give rise to a conflict on interest or, when applicable, circumstances that might lead the board to revise its judgment that you are independent, this should be disclosed to both the Managing Director and the Secretary.

8. Confidentiality

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

Your attention is also drawn to the requirements under the applicable regulation and Olympic Cards Limited insider trading code which concerns the disclosure of price sensitive information and dealing in the securities of Olympic Cards Limited. Consequently you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Managing Director or the Secretary.

9. Induction

Immediately after your appointment you will be invited to attend an initial induction session and, thereafter, ongoing training and familiarization sessions, including briefings from management. Please avail yourself of these opportunities as fully as is appropriate to your personal circumstance.

10. Evaluation

The Company will carry out an evaluation of the performance of the board as whole, board committees and directors on an annual basis. Your appointment and re-appointment on the board shall be subject to the outcome of the yearly evaluation process.

11. Insurance

Olympic Cards Limited does not have Directors' and Officers' liability insurance.

12. Independent Professional Advice

There may be occasions when you consider that you need professional advice in furtherance of your duties as a D~~o~~irector and it will be appropriate for you to consult independent advisers at the Company's expenses.

13. Disclosures of Interest

The Company must include in its Annual Accounts a note of any material interest that a director may have in any transaction or arrangement that the company has entered into. Such interest should be disclosed not later than when the transaction arrangement comes up at a Board meeting so that the

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minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

14. Code of Conduct

During the tenure of your appointment, you are required to comply with the code of conduct adopted by the board of directors and to comply with schedule IV of the Companies Act, 2013 and applicable clauses of the SEBI (LODR) rules Regulations for prohibition of insider trading and other related issues from time to time.

15. Termination

a) You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the board.

b) Continuation of your appointment is in accordance with provisions of Companies Act, 2013, Rules made there under and the Articles of Association of the Company, from time to time in force.

c) Your appointment may also be terminated in accordance with provisions of the Articles of Association of the Company and the provisions of the companies Act, 2013 and rules make there under as amended.

16. Governing Law

This agreement is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian Courts and the Courts in Chennai shall have exclusive jurisdiction.

If you are willing to accept these terms of appointment relating to your appointment as a non executive Independent Director of Olympic Cards Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed duplicate copy of the letter.

Yours sincerely

For OLYMPIC CARDS LIMITED

OLYMPIC CARDS LIMITED
Ph: 4292 1900
195, NSC Bose Road, Ch-1.

N. MOHAMED FAIZAL
Managing Director

I hereby acknowledge receipt of and accept the terms set out in this letter.

N. Sridaran

(N. SRIDHARAN)

Dated: 06.11.2024