



TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[Pursuant to the provisions of Schedule IV to the Companies Act, 2013 ("the Act") and Regulation 46 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]

APPOINTMENT

- The appointment as a Non-Executive Independent Director on the Board of Director of the Company is subject to the provision of Companies Act, 2013.
- In compliance with provisions of section 149(13) of the Companies Act, 2013, Independent Directors are not subject to retirement by rotation.
- Notwithstanding other provision of this Letter, their appointment may be terminated in accordance with the provision of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.
- Upon termination or upon resignation for any reason, duly intimated to the Company, Independent Directors will not be entitled to any compensation for loss of office.

THE COMMITMENT

- As a Non-Executive Independent Director they are expected to bring objectivity and independence of view to the Board's discussions and to help the Board with effective leadership in relation to the Company's strategy, performance, risk management as well as ensuring high standards of financial probity. They are expected to attend Board and other Committees meeting to which they may be appointed including shareholders meetings and to devote such time to their duties, as is appropriate to discharge their duties effectively.
- By accepting the appointment, the Independent Directors have confirmed that they are able to allocate sufficient time to meet the expectations to perform their role satisfactorily.

ROLE AND FUNCTIONS

The Board's role is to effectively represent and promote the interests of shareholders with a view to adding long-term value to the Company's shares. Having regard to its role, the Board directs and supervises the management of the business and affairs of the Company. An Independent Director shall:

- i. Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- ii. Bring an objective view in the evaluation of the performance of Board and Management;
- iii. Scrutinize the performance of management in meeting and monitor the reporting of



- performance;
- iv. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- v. Safeguard the interests of all stakeholders, particularly the minority shareholders;
- vi. Balance the conflicting interest of the stakeholders;
- vii. 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;
- viii. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

DUTIES

Following are the duties of Independent Director:

- (i) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (ii) Seek appropriate clarification or amplification of information and when necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (iii) Strive to attend all meetings of the Board of Directors and of the Board Committees of which they are member;
- (iv) Strive to attend General Meeting of the Company;
- (v) Keep themselves well informed about the Company and the external environment in which it operates;
- (vi) Not to unfairly obstruct the functioning of Board or Committee of the Board;
- (vii) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (viii) 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;
- (ix) report concerns about unethical behavior, actual or suspected; fraud or violation of the Company's code of conduct or ethics policy;
- (x) Acting within their authority, assist in protecting the legitimate interests of the Company, Shareholders and its employees;
- (xi) 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.



MEMBERSHIP OF COMMITTEES

The Independent Directors may be appointed by the Board as Member/ Chairman of one or more of its Committees. The appointment of Independent Directors on committees as Chairman/ Member will be regulated and covered in the relevant committee's terms of reference and any specific responsibilities of the Committees as set out by the Board.

CONFIDENTIALITY

The Independent Directors have been informed that all the information acquired by them during their tenure of appointment is confidential to the Company and should not be released, either during the appointment or following termination/ resignation (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.

The Independent Directors are informed the applicable insider trading regulations and the Company's Insider Trading Code which requires the disclosure of price sensitive information and dealing in the securities of the Company. Independent Directors are supposed to avoid making any statements or performing any transactions that might risk a breach of applicable insider trading regulations requirements without prior clearance from the Managing Director or Company Secretary.

CODE OF CONDUCT

During their tenure of appointment, they are required to comply with the provisions of Schedule IV under Companies Act, 2013, including following codes of conduct of the Company:

- i. Code of conduct of Board of Directors and Seniors Management,
- ii. Code of internal procedures and conduct for prevention of insider trading in securities of the Company.

DISCLOSURE OF INTEREST

The Independent Directors are supposed to disclose any material interest that they may have in any transaction or arrangement that the Company has entered into. The disclosure shall be made no later than the time when transaction or arrangement comes up at a Board Meeting for discussion so that minutes may record the interest appropriately. A general notice to the Company that they are interested in any contract with a particular person, firm or company is also acceptable.

REMUNERATION

The Independent Directors shall be paid sitting fees for attending the meetings of the Board and Committee of which they are members. The sitting fees payable shall be determined by the Board from time to time.



In addition to sitting fees, the Independent Directors may also be paid a Commission, as may be determined by the board, as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and the performance and contribution of the directors, as evaluated by the Board.

Further, the Company may reimburse the Independent Directors such expenditure, as may be incurred by them by performing their role as an independent director of the Company, including expenditure incurred by them for travel, accommodation, or any out-of-pocket expenses for attending Board/ Committee Meetings, General Meetings, Court convened meeting, Shareholder/ Creditor Meeting, site visits, induction and training programs.

TERMINATION

The Independent Directors may resign from their position at any time by serving a reasonable written notice to the Board. In terms of the Companies Act, 2013, they are required to file a copy of their resignation letter with the Registrar of Companies. The appointment of Independent Directors may also be terminated in accordance with the provision of the applicable Articles of Association of the Company as may be in force for the time being.

GENERAL

All the terms as mentioned above including appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and rules made there under.