

Terms and conditions of appointment of Independent Directors in accordance with the provisions of Schedule IV of The Companies Act, 2013

1. Term of Appointment

The term of appointment of an Independent Director of the Company is for a period of upto 5 (five) consecutive years from the date of his/ her appointment. Independent Director is not liable to retire by rotation. Appointment of every Independent Director shall be approved by members of the Company.

Independent Director will be eligible for re-appointment for another term of 5 (five) consecutive years, after the completion of his/her tenure of first 5 (five) years, subject to Board approval, and passing of a Special Resolution by the members.

2. Declaration of Independence

An Independent Director must satisfy all the criteria of being 'Independent' throughout his/her tenure on the Board of the Company as per the requirements of The Companies Act, 2013. In this regard, a declaration at the first meeting of Board in every financial year has to be submitted to the Board of the Company confirming that the requirements of Independence are being met. If at any point of time there is any change in the circumstances which may affect the status of Independent Director, the same has to be brought to the notice of the Board immediately.

3. Expectations of the Board

The Board expects to receive independent views and opinions in its proceedings. The Independent Director is also expected to provide his / her time, expertise and experience in carrying out effective decision making at the Board Level. He/She is expected to follow professional Conduct for Independent Directors as provided under Schedule IV of the Companies Act, 2013.

4. Roles and Duties

The role and duties of the Independent Directors will be those normally required of a Non-Executive Independent Director under The Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- i) He/she shall act in accordance with the Company's Articles of Association as may be amended from time to time;
- ii) He/she 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;
- iii) He/she shall discharge their duties with due and reasonable care, skill and diligence;
- iv) He/she shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;

- v) He/she shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates;
- vi) He/she shall not assign their office as Director and any assignments so made shall be void;
- vii) He/ she shall comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.

5. Induction on the Committees

The Board constitutes various sub-committees of the Board as per the requirements of The Companies Act, 2013. The Independent Director may be expected to be on these Committees from time to time. The Committee(s) function in accordance with the terms of reference as approved by the Board. As per requirement, the membership and the terms of reference may be changed by Board from time to time.

6. Code of Business Ethics

The Company has in place a Code of Conduct for Board of Directors and Senior Management Personnel of the Company. The principles prescribed in this Code lays down broad standards of compliance and ethics. The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company. The Independent Directors must comply with the said Code of Conduct.

7. Remuneration

The remuneration of the Independent Directors shall be governed by the provisions of The Companies Act, 2013. Sitting fees will be paid as approved by the Board of Directors from time to time. In addition to the remuneration, the Company may bear the expenses of travel, stay and conveyance in relation to attending the meetings of the Board and Committee(s) thereof, by the Independent Directors.

8. Training and Development

- i) The Independent Director will be invited to attend ongoing training and familiarization sessions for Directors including site visits;
- ii) The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices;
- iii) Periodic presentations are made at the Board and Board Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

9. Evaluation Process

The performance evaluation of independent directors shall be done by the entire Board, excluding the director being evaluated, on an annual basis.

10. Disclosure of Interest

The Independent Director must disclose his/her material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record their interest appropriately and the records of the Company are updated. During the term, he/she should also provide a declaration under Section 149(7) of The Companies Act, 2013 every year and upon any change in circumstances which may affect his/her status as an Independent Director.

11. Stock Options

Independent Director is not eligible to participate in Stock Options schemes of the Company.

12. Changes of personal details

During the term, the Independent Director shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

13. Termination

The Independent Director may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by him/her in the notice, whichever is later.

His/her directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Director prior to completion of term (subject to compliance of relevant provisions of The Companies Act, 2013) upon:

- i) Violation of any provision of the Company's Code of Conduct as applicable to Non-Executive Directors.
- ii) The director failing to meet the criteria for independence as envisaged in Section 149(6) of The Companies, 2013 Act.
