

INDEPENDENT DIRECTORS TERMS AND CONDITIONS OF APPOINTMENT

The Terms and Conditions of appointment of Independent Directors are as under:

1. **Independence**

The appointment as an Independent Director is in due consideration of declaration of being qualified as INDEPENDENT and appointment is subject to continued status as “Independent” as per the requirement of the Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulations, 2015, from time to time.

2. **Appointment**

Appointment is for an initial term of five years, unless otherwise terminated earlier by and at the discretion of either party. Independent Directors are typically expected to serve two five-year terms. Appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

3. **Training and Development**

The Company shall conduct familiarization programmes for its Independent Directors which may include Board roles and responsibilities, whilst seeking to build working relationship among the Board members, Company’s vision, strategic direction, core values, ethics and corporate governance practices, familiarization with financial matters, management team and business operations, meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the Company and its Business.

4. **Roles and Responsibilities**

Independent Directors have the same general legal responsibilities to the company as any other Director.

Independent Director of the Company, are required:

- to act in accordance with the Company’s Articles of Association.
- to discharge duties with due and reasonable care, skill and diligence.
- not to achieve or attempt to achieve any undue gain or advantage either to himself or to any related person/ party.
- to 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.
- not to involve in a situation conflicting with the interest of the Company and to put the interests of Company above others.

In addition to the above requirements applicable to all Directors, role of the Independent Directors shall also include duties as prescribed in Schedule IV of Companies Act, 2013.

5. Time Commitment

By accepting the appointment, the Independent Director confirms that he/she is able to allocate sufficient time to perform his role as an Independent Director of the Company.

In terms of the Companies Act, 2013, he/she will have to attend at least one Board Meeting during every Financial Year in-person. Also, he/she will strive to attend the Board / its committees' calls whenever scheduled as per the best convenience of all the attendees.

6. Directors' Remuneration

Directors of the Company are entitled to sitting fees as may be determined by the Board of Directors from time to time for attending each meeting of the Board and Committee thereof and such commission on Net profits as may be recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors of the Company. The Company shall also reimburse all reasonable and properly documented expenses that are incurred by a director in performing the duties for the Company.

7. Confidentiality

During their tenure, Independent Directors of the Company are privy to information that is confidential to the Company. All such information acquired during tenure should not be released to third parties without prior clearance from the Chairperson.

8. Code of Conduct

During the period of the appointment, the Independent Director will be bound by the Company's Code of Directors and such other codes of conduct under applicable laws including the Companies Act, 2013 and the Securities and Exchange Board of India Act, 1992.

9. Evaluation Process

As a member of the Board, performance as well as the performance of the entire Board and its Committees shall be evaluated annually. Evaluation of each Director shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination and Remuneration Committee of the Board and disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee. If, in the interim, there are any matters which cause concern, directors can discuss them with the Chairperson as soon as is appropriate.

10. Governing Law

This appointment is governed by and will be interpreted in accordance with Indian law.

.....