



TERMS AND CONDITIONS OF

APPOINTMENT OF INDEPENDENT DIRECTORS

Appointment

The term or period of the appointment or re-appointment of the Independent Directors may be decided by the Board of Directors (the Board) from time to time subject to recommendation by Nomination and Remuneration Committee and approval of the members of the Company.

As Independent Directors, they will not be liable to retire by rotation.

Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

The Independent Directors may be required to serve on one or more Board Committees as may be decided by the Board from time to time. Presently there are four Board Committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The Role of these Committees will be decided by the Board from time to time.

The Directors may be requested to be a Member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

So long as you are an Independent Director of the Company, the number of Companies in which you hold office as a director or a chairman or committee member shall not exceed the limit stipulated under the 2013 Act and Listing Agreement.

Role, Duties and Liabilities of the Board.

The role of the Board is to effectively represent and promote the interest of shareholders and all other stakeholders 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. The Directors shall comply with the guidelines of professional conduct, role, functions and duties as an Independent Director provided in Schedule-IV of the Companies Act, 2013.

They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in Clause 49 of the Listing Agreement.

Sitting Fees

As Independent Directors, they shall be paid sitting fees for attending the meetings of the Board. The sitting fees for attending each meeting of the Board would be as determined by the Board from time to time within the limit as per Companies Act, 2013 and the rules made thereunder.

Time Commitment

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

Board and Individual Director Evaluation Processes

The performances of the Board as whole and individual Directors are evaluated annually.

Disclosures, other directorships and business interests

It is accepted and acknowledged that you may have business interests other than those of the Company. You will disclose your concern or interest u/s 184 of the Companies Act, 2013 and the rules made thereunder in any Company or Companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP-1. Please ensure that the Company is kept informed of any changes to your interest.

Code of Conduct

As Independent Directors of the Company, they agree to Comply with the provisions of the Code of Conduct, as adopted by the Board. The Independent directors will also be required to affirm annually compliance with the Code of Conduct.

The attention of Independent Directors has also been drawn to the Security Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 and the Code of Conduct for prevention of Insider trading, prohibiting disclosure or use of unpublished price sensitive information.

The Independent Directors shall not engage in any activity which might impede the application of their independent judgment in the best interest of the Company.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

Disengagement

They 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 them in the notice, whichever is later. Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the Companies Act, 2013 and the rules made thereunder.
