

**Terms and Conditions of appointment of the Independent Directors of the Company in accordance with the requirement of Schedule IV of the Companies Act, 2013.**

The following are the terms and conditions of appointment of Independent Directors of the Company

**1. Appointment:**

(a) Independent Directors are appointed by the members of the Company, on the recommendation of the Board of Directors, for such period not exceed five years as may be considered appropriate by the Board, or till such earlier date to conform with the policy on retirement and as may be retirement by any applicable statues, rules, regulations or guidelines.

(b) The Independent Directors will not be liable to retire by rotation.

(c) In addition to the Committee of Independent Directors, the Independent Directors may be required to serve on one and more Board Committee as may be decided by the Board from time to time. The role of these Board Committees would be such as may be determined by the Board from time to time.

**2. Duties and Liabilities:**

1. The Independent Director will perform his fiduciary duties in a responsible manner and his duties and responsibilities to the Company will at par with other Non-Executive Directors.

2. The Independent Director shall act in accordance with the Articles of Association of the Company and while discharging his duties, comply with the requirements of Section 166 and Schedule IV to the Companies Act 2013 ("the Act").

3. The Independent Director will be held liable only in respect of such acts of omission or commission by the Company which have occurred with his knowledge, attributable through Board processes and with his consent or where he has not acted diligently.

**3. Code for Independent Directors:**

1. The Company has relied on the declaration of the Independent Director that he meets the criteria of independence as provided in Section 149(6) of the Act.

2. The Independent Director will be required to abide by the guidelines as to professional conduct for Independent Directors as set out in Section 149(8) read with Schedule IV to the Act.

3. The Independent Director will be required to comply with applicable provisions of any code of conduct framed by the Board of Directors of the Company.

#### **4. Training and Development:**

1. The Independent Director will be invited to attend ongoing training and familiarization sessions for Directors.
2. 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.
3. 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.

#### **5. Evaluation Process:**

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

#### **6. Remuneration:**

In consideration of Independent Directors' services, Independent Directors will be entitled to such remuneration as may be decided by the Board of Directors from time to time.

#### **7. Expenses:**

In addition to the remuneration stated in the preceding paragraph, the Company will reimburse Independent Director or bear and pay, all travel, accommodation or other expenses incurred as a result of him carrying out his duties as a Director. The Independent Director may, at the Company's expense, seek independent legal or other professional advice where necessary to perform his duties and will be entitled to reimbursement of costs incurred in seeking such advice. In these circumstances, he should discuss the issues concerned with the Chairman of the company in advance.

#### **8. Indemnity:**

The directors are granted an indemnity from the Company in respect of liabilities incurred as a result of their office, to the extent permitted by law.

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