

## **TERMS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

### **1. Term of Appointment**

Subject to the provisions of Sections 149, 152, 161 and other applicable provisions of Companies Act, 2013 (along with rules made thereunder) and as per Articles of Association of the Company, the Board of Directors hereby appoints you as an Additional Director (Non- Executive Independent Director). Thus you are liable to hold office up to the date of the next Annual General Meeting

Pursuant to Section 149 and other applicable provisions and the rules formed thereunder, your appointment as an Additional Director (Non- Executive Independent Director) of the Company shall be subject to the approval of the Shareholders in the ensuing Annual General Meeting of the Company.

#### **1.1 Other Directorships & Interest and Restriction on the Number of Directorship**

You shall have the liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with your performance as a Non- Executive Independent Director of the Company.

You may thus, hold office as a director, including any alternate directorship, in not more than twenty companies at the same time subject to maximum directorships in ten public companies.

You are required to intimate the change(s) in the nature or the number of directorships held within thirty days of such change.

### **2. Committee Involvement**

Board committees will be formed to enable the Board to deal with specific areas/activities that need a closer review and to have an appropriate structure to assist in the discharge of its responsibilities.

You may also be nominated to serve on any one or more Board committees, for the purpose you will be provided with the respective committee's terms of reference and the responsibilities involved therein.

The applicable laws restrict you to act as a member in not more than ten committees or act as a Chairman of not more than five committees across all companies in which you are a Director.

### **3. Role and Responsibilities**

As a Director on the Board of the Company, you are required to uphold ethical standards of integrity and probity, act objectively & constructively and exercise responsibilities in a

bona fide manner in the interest of the company in addition to the responsibilities as under:

- To bring 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 and an objective view in the evaluation of the performance of board and management;
- You shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- You shall ensure that the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- You shall assist the Board in determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management and in appointing and where necessary recommending removal of executive directors, key managerial personnel and senior management.
- You shall moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **3.1 Duties**

In addition to the above responsibilities, you are also required to fulfil the duties mentioned below as per Companies Act 2013 during your term as Non-Executive Independent Director.

- Devote sufficient time and attention to professional obligations for informed and balanced decision making.
- You shall act in accordance with the articles of association of the company and 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 interests of the company, its employees, the shareholders, and the community and for the protection of environment.
- You shall exercise your duties with due and reasonable care, skill and diligence and have an independent judgment.
- You shall not engage in any behavior that is unethical, dishonest, reckless, damaging or disruptive to the conduct of business.
- You shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice.

- You shall strive to attend and participate constructively & actively, all general meetings, meetings of the Board and its committees of which you are a chairman/member.
- You shall ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company.

### **3.2 Conflict of Interests and Disclosures**

It is accepted and acknowledged that you may have business interests other than those of our Company. However, you may be required to disclose the following to the Board in order to prevent any conflicts of interests.

- You shall not during your term as a Director have any pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors.
- You shall ensure that none of your relatives shall have any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower.
- You shall at the first Board meeting in every financial year or whenever there is any change in the circumstances which may affect your status as a Director, or change in the disclosures already made, give a declaration that the criteria of independence has been fulfilled or disclose your concern or interest in any company or companies or bodies corporate, firms, or other association of individuals, respectively.
- If you are concerned or interested, whether directly or indirectly, in any contract or arrangement or proposed contract or arrangement entered into or to be entered with a body corporate in which either you individually or in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or with a firm or other entity in which, you are a partner, owner or member, as the case may be, shall disclose the nature of your concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

### **3.3 Liabilities**

You shall be liable, only for such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

### **4. Fees**

The Sitting fees shall be paid at the amount approved by the Board of Directors of the Company. You shall also be entitled to profit related commission as may be approved by the Board and the shareholders of the Company.

However, you shall not be entitled to any stock option as per the provisions of the Companies Act, 2013.

#### **5. Adherence to Code of Conduct**

In compliance with the applicable laws, the Company will adopt a Code of conduct for its Board of Directors & Senior Management personnel, which requires the directors to act honestly, ethically, and with integrity and in a professional and respectful manner.

In addition to the above, during your term as a Director, you are also required to comply with all other relevant regulations as may be issued by the Ministry of Corporate Affairs.

#### **6. Training**

You shall regularly update and refresh your skills, knowledge and familiarity with the Company in order to keep yourself well informed about the company and the external environment in which it operates.

The Company shall endeavor to provide you with necessary updates, reports, policies pertaining to its business and operations at regular intervals.

#### **7. Evaluation process and reappointment**

The performances of the Board as a whole, its committees and individual directors shall be evaluated annually.

The Board shall follow the evaluation criteria to evaluate the performance of the Board.

## **8. Confidentiality**

You shall be required to keep all the information acquired during your term as a Director as confidential and shall not disclose any confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, during your appointment or following termination (by whatever means) to third parties except as permitted by law.