



Terms and Conditions of appointment of Independent Directors

The terms and Conditions of appointment of Independent Directors shall be subject to the provisions of the (i) applicable laws, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (as amended from time to time) and (ii) the Articles of Association of the Company.

The broad terms and conditions of appointment of Independent Directors (hereinafter referred to as 'ID') of the Company are set out below:

Manner of Appointment and Tenure

In terms of the provisions of Section 149(10) of the Companies Act, 2013, every ID of the Company shall be a non-executive director and shall hold office for a term up to five consecutive years and shall be eligible for re-appointment for another term of five years on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders by way of special resolution.

No ID shall hold office for more than two consecutive terms of five years each and shall be eligible for appointment after the expiration of three years of ceasing to become an ID.

The re-appointment of ID would be considered by the entire Board (except the director being re-appointed) based on the outcome of the performance evaluation process and the concerned director continuing to meet the independence criteria.

The Board also has a power to disengage non-executive ID before the completion of his term subject to compliance of relevant provisions of the Companies Act, 2013 and the SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

As ID, they will not be liable to retire by rotation during their term of office.

Committees

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

Participation in Meetings and Time commitment

Generally, the Board and the Audit Committee meets about 4 times each in a financial year. Meetings of other committees are on need basis. Ordinarily, all meetings of the Company are held in Delhi at its registered office.

IDs are expected to allocate time for attending the Board and Committee (of which he is a member/ chairman) meetings and to spend sufficient time to effectively contribute to the growth of the Company.

In addition to the participation of ID in Board and Committee meetings, they shall also hold at least one separate meeting in a financial year as required under schedule IV of the Companies Act, 2013 without the attendance of non-independent directors and members of management. All IDs shall strive to be present at such meeting.

Attendance at Meeting(s)

Attendance at the Board or Committee meeting by an ID may be in person or through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

Expectations, Roles, Functions and Duties

All the IDs are required to comply with the following during their tenure of office:

- a) act in accordance with the Articles of Association of the Company;
- b) continue to meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and submit a declaration to this effect at the first Board meeting in which he participates as a director and thereafter at the beginning of every financial year or whenever there is a change in the circumstances which may affect his status as an independent director;
- c) abide by the provisions specified in Schedule IV to the Companies Act, 2013;
- d) accountability under the Director's Responsibility Statement
- e) comply with the maximum permissible directorship that a person can hold as per the provisions of the Companies Act, 2013 and the Listing Regulations;
- f) comply with the requirements of the Listing Regulations to the extent applicable;
- g) take necessary action for inclusion of their name in the IDs data bank, renew it from time to time and pass the online proficiency self-assessment test (as applicable);
- h) comply with the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information frame under SEBI (Prevention of Insider Trading) Regulations, 2015;
- i) should not involve in a situation which may result in a conflict of interest with the Company;

- j) act in good faith for promoting the Company's objects and for overall growth of the Company;

Liability

Subject to applicable law, for any breach of duties, ID will be liable to consequence prescribed under applicable law and in relation to the Company, ID would be liable for such acts of omission or commission by the Company which had occurred with his/her knowledge, attributable through Board processes, and with his/her consent or connivance, or where ID has not acted diligently.

Remuneration

An ID may receive remuneration by way of sitting fees, reimbursement of expenses for participation in Board or other meetings and profit related commission as may be decided by the Board from time to time in compliance with applicable law.

Termination

Directorship of an ID shall terminate or cease in accordance with law.

An ID may resign from directorship voluntarily by giving a notice in writing to the Company clearly stating the reason for his resignation. The resignation will be effective from the date on which notice is received by the Company or the date (if any) specified in the notice, whichever is later.

Performance Evaluation

Annually, the Board evaluates the effectiveness of its functioning, that of the Committees and of individual Directors. As a member of the Board, performance of an ID will be evaluated annually.

The performance of ID will be evaluated as per the requirements of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including amendments thereto.

Confidentiality

An ID will be given access to the Company's records for performance of their duties. These records may contain information or knowledge which is confidential to the Company. An ID should maintain secrecy and confidentiality of such records and should not reveal the same to any one unless it is required by law or rules of any stock exchange or regulatory body.