

The terms and conditions of appointment of Independent Director are as set forth below:

1. Term of Office

- 1.1. Independent Director will generally be appointed for a term up to five consecutive years for not more than two consecutive terms.
- 1.2. Independent Director is not subject to retirement by rotation in pursuance of provisions of subsection 13 of Section 149 of the Companies Act, 2013.
- 1.3. Appointment of Independent Director will terminate automatically:
 - 1.3.1. If he/she are disqualified from acting as, or he/she is required to vacate your office as director for any reason either under the Companies Act, 2013 or under Listing Regulation/Relevant SEBI Guidelines.
 - 1.3.2. If his/her appointment is not approved by the shareholders of the Company in the General Meeting/ Postal Ballot.
 - 1.3.3. If he/she submit resignation from your office by giving notice in writing as per Section 168 of the Companies Act, 2013.
 - 1.3.4. A special resolution is passed by the Company for your removal from the office of Independent Director as provided in Section 169 of the Companies Act, 2013.

2. Role and functions:

The role and functions of an Independent Director of the Company shall, in terms of schedule IV prescribed vide Section 149 (8) of the Companies Act, 2013, be as follows:

- 2.1. help in bringing an independent judgement to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2.2. bring an objective view in the evaluation of the performance of board and management;
- 2.3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 2.4. satisfy himself/herself on the integrity of financial information and the financial controls and the systems of risk management are robust and defensible;
- 2.5. safeguard the interests of all stakeholders, particularly the minority shareholders;
- 2.6. balance the conflicting interest of the stakeholders;
- 2.7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary, recommend removal of executive directors, key managerial personnel and senior management;

- 2.8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholders interest.
- 2.9. he/she may be appointed to any of the Committees of the Board of Directors from time to time.

3. Duties

Independent Director is expected to perform the general fiduciary duties, and exercise the skill and care expected of every director.

3.1 Duties under Section 166 of the Companies Act, 2013

He/she is expected also to perform the following duties as a Director of the Company which are specifically provided under Section 166 of the Companies Act, 2013:

- 3.1.1 act in accordance with the Articles of Association of the Company, subject to the provisions of Companies Act, 2013;
- 3.1.2 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 interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- 3.1.3 exercise duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- 3.1.4 not involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
- 3.1.5 not achieve or attempt to achieve any undue gain or advantage either to herself/himself or to the relatives, partners, or associates;
- 3.1.6 not assign his/her office as any such assignment shall be void.

3.2 Duties under Schedule IV of the Companies Act, 2013

He/she is also expected to perform the following duties as an Independent Director which are provided under Schedule IV Companies Act, 2013;

- 3.2.1 undertake appropriate induction and regularly update and refresh his/her skills, knowledge and familiarity with the Company;
- 3.2.2 seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- 3.2.3 strive to attend all meeting of the Board of Directors and of the Board Committees of which he/she is member;
- 3.2.4 participate constructively and actively in the Committees of the Board in which he/she is chairperson or member;
- 3.2.5 strive to attend the general meeting of the Company;
- 3.2.6 where he/she have concerns about the running of the Company or a proposed action, ensure that these concerns are addressed by the Board and, to the extent

that concerns are not resolved, insist that his/her concerns are recorded in the minutes of the Board meeting;

- 3.2.7 keep himself/herself well informed about the Company and the external environment in which it operates;
- 3.2.8 not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- 3.2.9 pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure that the same are in the interest of the Company;
- 3.2.10 ascertain and ensure that the Company has an adequate and functional vigil mechanism and the ensure that the interests of the person who uses such mechanism are not prejudicially affected on account of such use;
- 3.2.11 report concerns about unethical behavior, actual or suspected fraud or violation of the Company code of conduct;
- 3.2.12 act within the authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 3.2.13 not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board of required by law;

4. Other requirements

4.1 During the tenure of his/her office as Independent Director, he/she is required not to

- 4.1.1 have any pecuniary relationship with the Company, or it's holding, subsidiary or associate Company, or any of the Company's promoters or Directors;
- 4.1.2 hold or take-up the position of a key managerial personnel of the Company or its holding, subsidiary or associate Company;
- 4.1.3 hold, together with the relatives, two per cent or more of the total voting power of the Company;
- 4.1.4 hold or take up any position or appointment as an employee or proprietor or a partner
 - 4.1.4.1 in a firm of auditors or company secretaries in practice or cost auditors of the Company or holding, subsidiary or associate Company; or
 - 4.1.4.2 in any legal or consulting firm that has or may have any transaction with the Company, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm;

4.2 He/she is required to go through Code of Conduct of the Company carefully and also the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the tenure of office as an Independent Director, ensure compliance of the same to the extent applicable and also follow guidelines of professional conduct as prescribed under the Companies Act,2013;

5. Rights

- 5.1 He/she will be entitled to sitting fees as decided by the Board of Directors of the Company for the attending meeting of the Board of Directors or Committee(s) of the Directors.
- 5.2 He/she will be reimbursed all expense incurred in travelling for attending the Board and other meetings and reasonable and proper accommodation expense if any for meetings that necessitate you to stay away from your home.
- 5.3 He/she will be entitled to indemnification afforded to the Directors by the Company's Articles of Association, the Companies Act, 2013 and as per Directors & Officers Insurance Policy of the Company.
- 5.4 During the tenure of the office as an Independent Director, you will have following rights:
 - 5.4.1 Access to all information in or about the Company and its affairs which are made available to the Executive Directors;
 - 5.4.2 Review the Agendas for Board Meeting/s and Committee Meeting/s and all relevant papers; and
 - 5.4.3 Contact the Chairman, Managing Director and any Key Management Personnel, in case of any requirement.

6. Independence and other interests

He/she will at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect the status as an independent Director, give a declaration that he/she meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 read with Clause (b) of sub-regulation (1) of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.