

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

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

1. Their appointment is governed by provisions of Indian Companies Act, 2013 (the “Act”); Rules framed thereunder, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and other applicable provisions of laws (all as amended from time to time).
2. They are paid such sitting fee for attending meetings of the Board/Committees thereof, as may be approved by the Board from time to time. In addition, they are entitled to be reimbursed all reasonable travel, hotel accommodation or other expenses incurred by them wholly and exclusively in discharge of their duties as a director.
3. They shall abide by the Code of Independent Directors, as contained in Schedule IV read with Section 149(7) of Companies Act, 2013 and other provisions of law. They shall carry out the duties as contained in Paragraph III of Schedule IV of the Companies Act, 2013 and such other duties as may be prescribed and/or as may be assigned to them by Board of Directors.
4. The Board may appoint them as Member or Chairman of any of the Committees constituted by it and they shall carry out such duties as are necessary and incidental to such roles.
5. They shall endeavour to attend all Meetings of the Board, its Committees and General Meetings of shareholders. In addition, they shall take part in at least one meeting of independent directors in a year.
6. They shall keep themselves acquainted with and updated about various provisions of law which may be applicable to them as director/independent director/insider/a person being in fiduciary relation with the Company. They may seek independent legal and other professional advice, wherever necessary, to perform their duties and they will be entitled to reimbursement of reasonable costs incurred in seeking such advice. In these circumstances, they should discuss the issues concerned with the Chairman/Company Secretary of the Company in advance.
7. They shall keep the Company informed, without undue delay, of their interest in transactions by the Company, their interest in company’s shares, its subsidiaries and associates. In accordance with provisions of law, they shall periodically disclose their interest, if any, in other companies, firms, bodies corporate and other association of individuals. In case they, either alone, or together with other directors, hold more than 2% shares in any other company/body corporate, they shall disclose that also, to the Company.
8. Notwithstanding anything to the contrary contained in their appointment letter, their appointment as independent director may be terminated early in accordance with the procedure prescribed by law. This appointment will automatically come to an end early if they cease to be independent within the meaning of Section 149(6) of Companies

Act, 2013 or if they cease to be eligible to act as a director by operation of Section 164, 165 of Companies Act, 2013 or any other provisions of law.

9. In addition to their obligations as prescribed or as may be prescribed in future, both during and following the period of their association with the Company as director, they shall not disclose or use any confidential information of or relating to the Company except in the performance of their duties as a director of the Company. Confidential information includes Board deliberations, Company financial information, internal Company reports and details of transactions or prospective transactions involving the Company, but does not include any information available in the public domain.
10. There will be no employer-employee relationship between them and the Company.
11. They shall, at all times, keep the company updated about their address, email id and mobile number.
12. Their appointment or re-appointment is made initially for a term of upto five years (which may be extended for another term of upto five years) on the recommendations of the Nomination & Remuneration Committee and the same is subject to approval by a General Meeting.

Training Imparted to the Directors

The Directors are trained about the business activities of the Company and of the industry to which the Company belongs, the challenges and risk that are faced by the Company.

Period Training is also provided about the latest changes in law.