



TERMS OF APPOINTMENT OF INDEPENDENT DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director on the Board.

You will be eligible for re-appointment for another term as per the applicable provisions, subject to your fulfilling the criteria for being an Independent Director and not being disqualified to be a director.

Further, the re-appointment shall be on the basis of report of your performance evaluation by the Board of Directors. The re-appointment would require Special resolution of shareholders and any other necessary approvals. Further, The Company is at liberty to disengage Non-Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

2. EXPECTATIONS OF THE BOARD AND INVITATION TO THE BOARD'S COMMITTEES:

The Board expects that you shall, during the tenure of your appointment as an Independent Director on the Board, adhere to the "Guidelines of professional conduct" prescribed in CODE FOR INDEPENDENT DIRECTORS under SCHEDULE IV and to other applicable provisions of the Companies Act, 2013, as amended from time to time in letter and spirit.

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the near future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. ROLE, DUTIES, LIABILITIES & RESPONSIBILITIES:

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 including those specified in CODE FOR INDEPENDENT DIRECTORS under SCHEDULE IV thereof.

4. FEES:

You may also be entitled to sitting fee for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio-visual means or for any other purpose whatsoever if decided by the Board.



5. MEMBERSHIPS OF OTHER BOARDS:

It is expected that you will not serve on the boards of competing companies. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

6. CONFIDENTIALITY:

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Company's Directors unless required by law or by the rules of any regulatory body.

7. MECHANISM FOR EVALUATING BOARD MEMBERS:

Your performance evaluation shall be done by the Board annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole.

8. INDEPENDENCE:

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013. You are expected to continue to be qualified as 'independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence, you should discuss this with the Chairman as soon as practicable.

9. GENERAL:

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder.

We hope that your services will prove to be beneficial for the company and raise our Company on new heights.