

Terms and Conditions of appointment of Independent Directors

The following are the terms and Conditions of appointment of Independent Directors of the Company viz. Mrs. Pallavi Joshi Bakhru, Mrs. Bhaswati Mukherjee and Mr. Jürgen Klaus Theodor Ziegler:

A. Appointment

1. The terms of appointment, are subject to the extant provisions of the (i) applicable laws, including Companies Act, 2013 and other applicable laws and (ii) Articles of Association of the Company (“AOA”).
2. During the tenure as an Independent Director (ID), the ID’s will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013 (“Act”) stating that they meet the criteria of Independence.
3. In terms of provisions of section 149(13) of the Companies Act, 2013 ID’s are not subject to retirement by rotation.
4. The continuance of independent directorship is subject to fulfillment of certain parameters of independence as defined in section 149(6) of the Companies Act, 2013.
5. The number of companies in which the ID’s hold office as a Director or a chairman or committee member shall not exceed the limit stipulated under the Act.
6. Upon termination of directorship, by way of resignation or otherwise, the ID’s will not be entitled for any compensation for loss of office.

B. Expectation of Board

1. Bring objectivity and independent view to the Board’s discussions and to help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.
2. Adherence to high standards of ethics and corporate behavior.
3. Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions.
4. The Board shall in minimum meets for four times in a year. Additionally, committee meetings like Audit Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee and Corporate Social

Responsibility Committee take place as and when required. The ID's are expected to attend Board and Board Committee meetings to which they may be appointed and Shareholders meetings and to devote such time to their duties, as appropriate for them to discharge their duties effectively.

C. Committees

The Board of Directors of the Company may request them to serve on the various committees of the Board from time to time.

D. Role and Duties

The role and duties of the Independent Directors are summarized as under:

1. They shall act in accordance with the Company's Articles of Association.
2. They shall discharge duties with due and reasonable care, skill and diligence.
3. They shall not involve themselves in a situation in which they have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
4. They shall not achieve or attempt to achieve any undue gain or advantage either to themselves or relatives, partners or associates.
5. They shall not assign their office as Director and any assignments so made shall be void.
6. They shall not hold office as a Director or any other office in a competing firm/entity.
7. They are expected to stay updated on how best to discharge their roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
8. They shall help in bringing 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;
9. They are expected to bring an objective view in the evaluation of the performance of board and management;
10. They are expected to evaluate performance of management in achieving agreed goals and objectives and monitor the reporting of performance;

11. They shall work toward safeguarding the interests of all stakeholders, and balancing the conflicting interest of the stakeholders;
12. They are expected to help board in determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management and play a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

In addition to the above requirements, the Independent director shall:

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (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) strive to attend and participate constructively in all meetings of the Board of Directors and of the Board committees of which they are appointed as a member;
- (4) strive to attend the general meetings of the company;
- (5) where they have concerns about the company or a proposed action, ensure that their concerns are recorded in the minutes of the Board meeting;
- (6) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (7) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure that the same are in the interest of the company;
- (8) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (9) assist in protecting the legitimate interests of the company, shareholders and its employees;

E. Status of Appointment

1. They will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.
2. In addition to the sitting fee, the Company will, for the period of their appointment, reimburse for all travel, hotel and other incidental expenses incurred by them in the performance of their role and duties.

F. Independent Professional Advice

In case any professional advice needed in furtherance of their duties as a Director and it will be appropriate for them to consult independent advisers at the Company's expense.

G. Changes of Personal Details

During the term, the ID's shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

H. Insurance

The Company has taken appropriate Directors' and Officers' Liability Insurance Policy and has paid premium for the same. The policy is to pay the personal liability of directors and officers for claims made against them while serving on the board and/or as an officer of the Company.

I. Conflict of Interest

1. It is accepted that the ID's may have business interests other than those of the Company. In such case, the ID's are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of appointment and at subsequent applicable times.
2. In the event that the circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment about that the independence, this should be disclosed to the Chairman or Company Secretary.

J. Evaluation

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. The re-appointment, if any on the Board shall be subject to the outcome of the yearly evaluation process.

K. Confidentiality

1. All information acquired during the appointment as ID's is confidential to Company and should not be released, either during the appointment or afterwards unless required by law or by the rules of any stock exchange or regulatory body.
2. If any Confidential Information is required to be disclosed in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

L. Code of Conduct

During the appointment the ID's are required to comply with the regulations as contained in Schedule IV under Companies Act, 2013 (Code for Independent Directors) and the following codes of conduct of the Company:

- (i) Code of Conduct for Board Members and Senior Management;

M. Publication of Letter of Appointment

In terms of the provisions of sub clause 6 of Schedule IV, under Companies Act, 2013, the Company will make public these terms and conditions of appointment of ID's to the Company's website.

N. Professional Conduct

The ID's shall:

1. Uphold ethical standards of integrity and probity.
2. Act objectively and constructively while exercising their duties.
3. Exercise their responsibilities in a bona fide manner in the interest of the company.
4. Devote sufficient time and attention to their professional obligations for informed and balanced decision making.
5. Not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
6. Not abuse the position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.

7. Refrain from any action that would lead to loss of independence.
8. Where circumstances arise which make an independent director lose their independence, the independent director must immediately inform the Board accordingly.
9. Assist the company in implementing the best corporate governance practices.

O. Performance Evaluation

The reappointment or extension of term and remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

P. Remuneration

The annual remuneration of ID's will be as under:

1. Sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
2. Reimbursement of expenses incurred by them in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, they will not be entitled to any stock options.

Q. Induction & Training

1. The ID's will be entitled to the benefit of a training program to familiarize themselves with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.