

## **TERMS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY**

### ***Appointment***

The term of appointment of the Independent Directors will be for a term of five years commencing from the date of appointment, unless otherwise terminated earlier by and at the discretion of either party upon in accordance with the provisions of the applicable laws. Continuation of the contract of appointment is contingent on satisfactory performance and re-election at forthcoming Annual General Meetings.

### ***Commitment***

The Independent Director will be expected to devote such time as is necessary for the proper performance of the duties as an independent Director and will be involved in a number of board and committee meetings each year. The Independent Director should strive to attend all the scheduled quarterly board meetings, General Meetings; Committee Meetings and other meetings as may be necessary.

An Independent Director should strive to be present in at least one meeting in a year without the presence of non-independent directors and members of management with the sole objective of:

- a) Review the performance of non-independent director and the Board as a whole;
- b) Review the performance of the Chairperson of the company, taking into account the views of the executive directors and non-executive directors.
- c) Assess the quality, quantity and timelines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting appointment, the Independent Directors confirmed that they are able to allocate sufficient time to meet expectations of the role.

### ***Role***

Non-Executive Directors have the same general legal responsibilities to the company as any other Director. The Board as a whole is collectively responsible for the success of the company. The Board:

- provides entrepreneurial leadership of the company within a framework of prudent and effective controls which enable risk to be assessed and managed
- sets the company's strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives, and reviews management performance
- sets the company's values and standards and ensures that its obligations to its shareholders and others are understood and met.

All Directors must take decisions objectively in the interests of the company. In addition to these requirements of all Directors, the role of the Non Executive Director has the following key elements:

Strategy - Non Executive Directors should constructively challenge and help develop proposals on strategy  
Performance - Non Executive Directors should scrutinize the performance of management in meeting agreed goals and objectives and monitor the performance

Risk - Non Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible

People - Non Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary removing, Executive Directors and in succession planning

### ***Fiduciary Responsibility of the Independent Director:***

A director shall 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.

A director shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

A director shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company in terms of provisions of the Companies Act, 2013, listing agreement and other applicable laws.

A director shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

#### ***Code of Business Ethics:***

##### ***Remuneration***

An Independent Director shall be paid a sitting fee of Rs. 5,000/- for attending each meeting of the Board of Directors and Rs. 3,500/- for attending each Committee meetings of the Company, as per the provisions of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company shall reimburse all travelling, hotel, and other incidental expenses properly and reasonably incurred in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

The independent director shall not be entitled to any stock option and shall not be covered by any pension scheme.

##### ***Outside interests***

It is accepted and acknowledged that the Independent Director have business interests other than those of the company and have declared any conflicts that are apparent at present. In the event that the Independent Director becomes aware of any potential conflicts of interest, these should be disclosed to the Chairman and Company Secretary as soon as apparent. The Board of the Company have determined the Independent Directors as independent pursuant to clause 49 of the Listing Agreement read with Section 149 and Schedule IV of the Companies Act, 2013.

##### ***Confidentiality***

All information acquired during the appointment is confidential to the company and should not be released, either during the appointment or following termination (by whatever means), to third parties without prior clearance from the Chairman in writing.

The Independent Directors attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

The information and strategy received as a director of the company in respect of the company shall be kept highly confidential and should not be shared with any person.

##### ***Review process***

The performance of individual Directors and the whole Board and its committees is evaluated annually. If, in the interim, there are any matters that cause the concern about the role of the Independent Director then the same should discuss them with the Chairman as soon as is appropriate.

### ***Insurance***

The Company may obtain a Directors' & Officers' liability Insurance Policy for Independent Directors. Details of the same will be provided as and when such policy is taken by the Company.

### ***Committees***

This letter refers to the appointment as a Non-Executive Director of the company. In the event that the Independent Directors are also asked to serve on one or more of the Board committees this letter will apply to such committees also.