

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The following are the terms and conditions of the appointment of the Independent Directors as given below in compliance with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"):

- The Independent Directors shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act read with section 149(8) of the Act;
- The Independent Directors shall also comply with the Company's Code of Conduct for Board of Directors;
- The Company has various Sub-Committees of the Board viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. The Board of Directors may appoint the Independent Directors as Chairman/ Member of one or more of the Committees;
- The Independent Directors of the Company shall periodically hold exclusive Meetings without the attendance of Non-Independent Directors and Members of the Management. They shall strive to be present at such Meetings;
- The Company has taken a Group Level Directors & Officers Liability Policy and all Directors of the Company including Independent Directors are beneficiaries of the Policy;
- The Independent Directors are expected not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act;
- The appointment will not constitute a Contract of employment and the Independent Director shall not be an employee of the Company.
- Other terms of remuneration will be as per Policy for Remuneration of The Directors, Key Managerial Personnel and Other Employees of the Company.

The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.

The terms and conditions of appointment of the Independent Directors shall also be posted on the Company's website.