

TERMS AND CONDITIONS OF APPOINTMENT OF AN INDEPENDENT DIRECTOR

The terms of appointment shall be subject to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”), and the Articles of Association of the Company, as amended from time to time.

1. TENURE/ TERM OF APPOINTMENT:

The tenure/ term of appointment shall be as may be determined by the Board and the shareholders in accordance with applicable laws.

As an Independent Director, he/she will not be liable to retire by rotation.

2. EXPECTATIONS:

The duties/ responsibilities/ liabilities shall be as prescribed under CA 2013 and any other rules or regulations (including SEBI Regulations) applicable to the Company.

During the term, he/she shall comply with the following codes/ policies adopted by the Company:

- Global Code of Conduct
- Code of Conduct for Prevention of Insider Trading
- Such other policies/ requirements as the Board of Directors may from time to time devise/ specify.

He/she shall apply the highest standard of confidentiality and not disclose to any person or company (whether during his/her tenure or following cessation) any confidential information concerning the Company or any group companies which he/she may have acquired.

3. APPOINTMENT TO THE COMMITTEES OF THE BOARD:

He/she may also be appointed as a member/ chairman of any committee of the Board, as may be determined by the Board of Directors of the Company from time to time. Such appointment shall be made in consultation with him/her.

4. DIRECTORS' REMUNERATION:

Directors of the Company are entitled to sitting fees as may be decided by board from time to time for attending each meeting of the Board and Committee thereof and such commission on Net profits as may be recommended by the Nomination and Remuneration Committee of the

Board and approved by the Board of Directors of the Company. The Company shall also reimburse all reasonable and properly documented expenses that are incurred by a director in performing the duties for the Company.

5. CONFIDENTIALITY:

During their tenure, Independent Directors of the Company are privy to information that is confidential to the Company. All such information acquired during tenure should not be released to third parties without prior clearance from the Chairperson.

6. INSURANCE:

Directors and Officers Liability Insurance is provided by the Company, subject to the terms of the policy from time to time in force (which may be subject to change).