

**TERMS AND CONDITIONS OF APPOINTMENT OF
INDEPENDENT DIRECTOR**

The terms and conditions of appointment of independent Directors are 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 with Section 149(8) of the Act.
- The Independent Directors shall also comply with the Code of Conduct for Directors.
- The Company has various Sub- Committees of the Board viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Compensation Committee so as to conform the regulatory requirements of the Company. The Board of Directors may appoint the Independent Directors as Chairman/Member of one or more of the Committees.
- The Independent Directors shall periodically hold exclusive Meetings and they shall strive to be present at such Meetings.
- The remuneration of the Independent Directors by way of Commission shall be determined by the Board of Directors based on the performance evaluation done by the entire Board of Directors which will inter alia, include their participation in the Board and Committee Meetings during the year and other responsibilities undertaken and contributions to the deliberations of the Board and to the Company.
- The Independent Directors shall be entitled to sitting fees and other incidental charges for attending the Board and Committee Meetings and for discharging their duties as Independent Directors of the Company.
- The Independent Directors are expected not to disclose confidential information, including commercial secrets, technologies, advertising, price sensitive information, unless such disclosure is expressly approved by the Board or required by the law.
- The resignation or removal of an Independent Director shall be in the same manner as provided in Section 168 and 169 of the Act.