

**TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY IN ACCORDANCE WITH THE REQUIREMENTS OF SCHEDULE IV TO THE COMPANIES ACT, 2013 AND REVISED CLAUSE 49 OF THE EQUITY LISTING AGREEMENT**

The Company recognizes that it requires skilled, experienced person and whose knowledge can contribute to the business of the Company and also to provide independent standing in their respective field/profession, and can effectively contribute to the Company's business and policy decisions it needs Independent Directors.

Therefore, shareholders of the company have approved following as Independent Directors

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Sr. No.	Name	DIN	From	To
1.	Smt. Satyawati Parashar, M. A.	00761009	30.09.2015	30.09.2020
2.	Shri Ravi Kamra, Businessman of high acumen	00745058	30.09.2015	30.09.2020
3.	Shri Deepak Tyagi, Graduate	02173207	30.09.2015	30.09.2020
4.	Shri Harmol Singh Sandhu Graduate	07311250	31/10/2015	Till next Annual General Meeting

Broad terms and conditions of their appointments as Independent Directors of the Company are as under:

1. The appointment will be limited to the period prescribed under the Companies Act, 2013 and Listing Agreement or until if they resign earlier.
2. Notwithstanding other provisions of terms and conditions of the appointment, the appointment of an independent director may be terminated with or without cause at any time by the Company, subject to compliance of the Companies Act, 2013 and rules and regulations made thereunder, if the Board of Directors (excluding the concerned

Independent Director) is of opinion that the continued appointment is not in the interest of the Company.

3. Upon such termination or resignation of the appointment for any reason, no compensation will be payable in respect of any unexpired portion of the term of the appointment.
4. As Independent Directors, will not be liable to retire by rotation.
5. Reappointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board if the director meets the independence criteria in force at that time.
6. A director will be eligible to serve on one or more of the Board Committees including Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, or such committee of the Board of the Directors constituted from time to time but will not vote or participate with reference to his appointment.
7. Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, shall give a declaration that he meets the criteria of independence as provided under law. If not, he shall be deemed to have vacant the office.
8. The provisions of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, prohibiting disclosure or use of unpublished price sensitive information, would be applicable to the Independent Directors.

## **9. ROLE, RESPONSIBILITIES AND DUTY**

1. An Independent Director, will be bound by the Code for Independent Directors as mentioned under Schedule IV to the Companies Act, 2013.

2. An Independent Director has the same legal responsibilities to the Company as any other Director including all fiduciary duties, responsibilities, statutory obligations and liabilities of directors prescribed in law including the Companies Act, 2013.
3. As an Independent Director, he shall have a responsibility and play an effective role in –
  - a. 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;
  - b. Bring an objective view in the evaluation of the performance of board and management;
  - c. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
  - d. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
  - e. Safeguard the interests of all stakeholders, particularly the minority shareholders;
  - f. Balance the conflicting interest of the stakeholders;
  - g. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
  - h. Moderate and arbitrate in the interest of the company as a whole, in situations of Conflict between management and shareholder's interest.
4. The Independent Directors shall have following duties —
  - a. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
  - b. 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;
  - c. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

- d. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e. Strive to attend the general meetings of the company;
- f. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g. Keep themselves well informed about the company and the external environment in which it operates;
- h. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- j. 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;
- k. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m. 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.

#### **10. EVALUATION MECHANISM:**

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated from time to time.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

## **11. REMUNERATION**

1. The aggregate remuneration to be paid to all the Independent and Non-Executive Directors would be subject to provisions of the Companies Act, 2013 and other applicable Indian laws.
2. The Company pays sitting fee for attending each Board Meeting / its Committee meetings in-person. Attendance through video-conferencing or by other audio visual means in terms of the Companies Act, 2013 and the Rules made thereunder is also considered as valid presence and qualifies for the payment of above sitting fees.
3. The remuneration described above is the gross amount payable per financial year, which is subject to deductions of applicable taxes and any other deductions required, if any by any applicable laws. The Independent Director shall be responsible for the personal taxation. However, the Company will assist him in tax filings if any and compliance requirements in India.
4. If the term comes to an end or due to resignation or termination; any amounts due shall be paid on a pro-rata basis.

## **12. EXPENSES**

In addition to the compensation described in above, the Company will reimburse the official travel expenses, hotel expenses, and all other reasonable out of pocket expenses borne by the Independent Director for participating in Board and other Committee meetings and other Business meetings.

## **13. LIABILITY**

An Independent Director will be liable only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board process, and with his consent or connivance or where he had not acted diligently.