



Terms and Conditions of Appointment of Independent Directors

(Pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Appointment

The appointment of the Independent Director ("Director") is in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, as approved by the shareholders.

2. Term

The Independent Director shall hold office for the term approved by the shareholders of the Company and shall be eligible for re-appointment subject to compliance with applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations.

3. Role, Functions and Duties

The Independent Director shall:

- Comply with the duties of directors as provided under Section 166 of the Companies Act, 2013
- Adhere to the guidelines of professional conduct as prescribed in Schedule IV of the Companies Act, 2013
- Provide independent judgment on issues of strategy, performance, risk management, internal controls, and governance
- Safeguard the interests of all stakeholders, particularly minority shareholders



4. Board Committees

The Independent Director may be appointed as a Member and/or Chairperson of one or more Board Committees as may be decided by the Board, in accordance with applicable laws.

5. Remuneration

The Independent Director shall be entitled to:

- Sitting fees for attending meetings of the Board and Committees
- Reimbursement of expenses incurred for participation in meetings
- Profit-related commission, if any, as approved by the shareholders

The Independent Director shall not be entitled to stock options.

6. Code of Conduct

The Independent Director shall abide by the Company's Code of Conduct and shall comply with all applicable policies of the Company.

7. Disclosure of Interest

The Independent Director shall disclose any direct or indirect interest in accordance with applicable provisions of law and shall abstain from participating in meetings where such conflict exists.

8. Confidentiality

The Independent Director shall maintain confidentiality of all information obtained during the tenure of directorship, except as required by law.

9. Performance Evaluation



The performance of the Independent Director shall be evaluated annually in accordance with the evaluation framework prescribed under the Companies Act, 2013 and SEBI LODR Regulations.

10. Insurance

The Company may take and maintain Directors' and Officers' (D&O) Insurance as permitted under applicable laws.

11. Familiarisation Programme

The Company shall conduct familiarisation programmes to update the Independent Director on the Company's operations, business model, roles, rights, and responsibilities.

12. Resignation and Removal

The resignation or removal of the Independent Director shall be governed by the provisions of the Companies Act, 2013 and SEBI LODR Regulations.

13. Governing Law

These terms and conditions shall be governed by and construed in accordance with the laws of India.