Terms and Conditions of Appointment of Independent Directors

[Pursuant to the provisions of Schedule IV to the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including amendments thereto]

1. Appointment

The appointment of the Independent Director ("ID") is made in accordance with the provisions of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

2. Term of Appointment

The Independent Director shall hold office for a term of up to five consecutive years, as approved by shareholders, and shall be eligible for reappointment for a second term in accordance with applicable laws

3. Role and Functions

The Independent Director shall:

- Bring an objective and independent view to Board deliberations
- Scrutinize the performance of management
- Safeguard the interests of minority shareholders
- Balance conflicting interests of stakeholders
- Determine appropriate levels of remuneration of executive directors and key managerial personnel

4. Duties

The Independent Director shall comply with duties prescribed under:

- Section 166 of the Companies Act, 2013
- Schedule IV (Code for Independent Directors)
- Applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

5. Code of Conduct

The Independent Director shall abide by:

- The Code for Independent Directors (Schedule IV)
- The Company's Code of Conduct for Directors and Senior Management

- Insider Trading Code and other applicable policies

6. Board Committees

The Independent Director may be appointed to one or more Board Committees, including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, or any other Committee, as required under applicable laws

7. Time Commitment

The Independent Director is expected to devote sufficient time to:

- Attend Board and Committee meetings
- Review agenda papers and participate effectively

8. Remuneration

The Independent Director shall be entitled to:

- Sitting fees for attending meetings of the Board and Committees
- Reimbursement of expenses for participation in meetings

9. Performance Evaluation

The performance of the Independent Director shall be evaluated annually in accordance with:

- The Companies Act, 2013
- The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

10. Independence and Disclosure

The Independent Director shall:

- Meet the criteria of independence under applicable laws
- Submit declaration of independence at the first Board meeting of each financial year
- Disclose any change in circumstances affecting independence
- Disclose interest in contracts or arrangements

11. Confidentiality

The Independent Director shall maintain confidentiality of all information acquired during the tenure and shall not disclose such information except where required by law.

12. Liability

The liability of the Independent Director shall be in accordance with applicable provisions of the Companies Act, 2013 and limited to acts of omission or commission with knowledge, consent, or lack of due diligence.

13. Familiarization Programme

The Company shall conduct familiarization programmes for Independent Directors in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Resignation / Removal

The Independent Director may resign by giving notice in writing to the Company. The appointment may also be terminated in accordance with applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15.CHANGES IN PERSONAL DETAILS

During term, an Independent Director shall promptly intimate the Company in the prescribed manner, of any change in address or other contact or personal details

16. Separate Meetings

The Independent Directors shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of management, as required under Schedule IV of the Companies Act, 2013.

17. Disclosure on Website

These terms and conditions are disclosed on the Company's website pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.