

TERMS AND CONDITIONS OF APPOINTMENT OF AN INDEPENDENT DIRECTOR

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1. Appointment:-

In accordance with the provisions of the Companies Act, 2013 (“Act”) and other applicable laws, you will serve as an Independent Director of the Board with effect from for a period of years.

As an Independent Director you will not be liable to retire by rotation and your appointment is subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.

In terms of the Act, you may be eligible to serve as an Independent Director for another term of up to 5 years, subject to the recommendation of the Nomination and Remuneration Committee and passing of resolution by the shareholders of the Company.

The terms of the appointment, as set out in this letter, are subject to the extent provisions of the (i) applicable laws, including the Act and the Listing Regulations (as amended from time to time) and (ii) Articles of Association of the Company (“AOA”).

2. Role, duties and responsibilities:-

As a member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- *Requirements under the Companies Act, 2013,*
- *Responsibilities of the Board as outlined in the Listing Regulations,*
- *Accountability under the Directors’ Responsibility Statement.*

You shall abide by the ‘Code for Independent Directors’ as outlined in Schedule IV to Section 149(8) of the Act, and the duties of directors as provided in the Act (including Section 166) and in Regulation 4(2)(f) of the Listing Regulations.

You will provide guidance in your area of expertise.

3. Professional Conduct for Independent Directors:-

As an Independent Director, you shall:

- *uphold ethical standards of integrity and probity;*
- *act objectively and constructively while exercising your duties;*
- *exercise your responsibilities in a bona fide manner in the interest of the Company;*
- *not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;*
- *refrain from any action that could lead to a loss of your independence;*
- *ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;*
- *assist the Company in implementing the best corporate governance practices.*

**updated vide Board meeting dated 25th May 2017.*

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4. Role and Function of Independent Director:-

As an Independent Director you shall:-

- *help in 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;*
- *safeguard the interests of all stakeholders, particularly the minority shareholders;*
- *balance the conflicting interest of the stakeholders;*
- *moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between Management and shareholder's interest.*

5. Duties as an Independent Director:-

You shall:

- *undertake the appropriate induction into the Board and regularly update and refresh your skills, knowledge and familiarity with the Company;*
- *seek appropriate clarifications and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company;*
- *strive to attend every meeting of the Board and of the Board committees of which you are a member;*
- *actively and constructively participate in the Board and Committees of the Board in which you may be a member or the Chairperson;*
- *strive to attend the general meetings of the Company;*
- *ensure that any concerns that you may have about the running of the Company are addressed by the Board and seek inclusion of these concerns in the Board minutes to the extent these concerns are not resolved;*
- *keep yourself well informed about the Company and the external environment in which it operates;*
- *ensure that related party transactions are considered carefully before they are approved and are in the interest of the Company;*
- *ensure that the whistleblower function of the Company is functioning adequately;*
- *report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics;*
- *within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;*
- *not disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.*

6. Functions of the Board of Directors:-

Key functions of the Board of Directors

- *monitoring the effectiveness of the listed entity's governance practices and making changes as needed.*

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- *selecting, compensating, monitoring and when necessary, replacing key managerial personnel and overseeing succession planning.*
- *ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.*
- *monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.*
- *overseeing the process of disclosure and communications.*
- *monitoring and reviewing board of director's evaluation framework.*

7. Board Committees:-

As advised by the Board, during the tenure of office, you may be required to serve on the Committees of the Board.

8. Code of Conduct:-

As an Independent Director of the Company, you agree to comply with the Code of Conduct for Non-Executive Directors (NEDs).

You will appreciate that all information acquired during your appointment is confidential to the Company and should not be released, communicated, nor disclosed either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Company.

We would also like to draw your attention to the applicability of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct on Prevention of Insider Trading, prohibiting communication or use of unpublished price sensitive information. Being a Director of the Company, you are classified as a designated person of the Company and hence are prohibited from dealing in the Company's securities during the period when the trading window is closed.

The trading window shall be closed for the undermentioned purposes:

- *Declaration of financial results;*
- *Declaration of dividend(s);*
- *Change in capital structure;*
- *Mergers, de-mergers, acquisitions, delisting, disposals and expansions of business and such other transactions;*
- *Changes in Key Managerial Personnel; and*
- *Material events in accordance with the Listing Regulations.*

The time for commencement of closure of trading window shall be decided by the Company.

The trading window shall be opened 48 hours after the information referred to above become generally available.

Further, for the purpose of compliance with insider trading regulations, you are required to disclose to the company the number of such acquired or disposed of

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within two trading days of such transactions if the value of the securities traded whether in one transactions or a series of transactions over any calendar quarter, aggregates to a **traded value in excess of ten lakh rupees** or such other value as may be specified.

9. Performance Appraisal / Evaluation Process:-

Annually, the Board evaluates the effectiveness of its functioning, that of the Committees and of individual Directors. The Board, through Nomination and Remuneration Committee seeks feedback of Directors on various parameters such as:

- Participation and attendance in Board and Committee Meetings actively and consistently;
- Preparation for the Board and committee meetings;
- Contribution to strategy and other areas impacting company's performance;
- Experience and credibility to bear on the critical areas of performance of the organization;
- Updated knowledge, areas of expertise and other important areas;
- Active participation in the discussions, helping others to contribute constructively in the discussions and consensus oriented;
- Helps the company wherever possible to resolve issues, if any,
- Ethical manners / behaviors of the directors.

10. Disclosures, other directorships and business interests:-

If you become aware of any potential conflict of interest with your position as Director of the Company, you shall promptly disclose the same to the Key Managerial Personnel of the Company and provide such other disclosures and information as may be required under the applicable laws. By signing this letter, you hereby confirm that as on date of this letter, you have no such conflict of interests with your existing directorships.

Upon any change in circumstances which may affect your status as an Independent Director, you agree to promptly provide a declaration under Section 149(7) of the Act.

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