TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Appointment

The appointment of Independent Directors ("IDs") of the Company is governed by the provisions of the Companies Act, 2013, the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws, as amended from time to time.

The Independent Directors shall uphold ethical standards of integrity and probity and shall act objectively and constructively while exercising their duties.

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2. Role, Functions and Duties

The Independent Directors shall perform their duties in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations, including but not limited to:

- Bringing independent judgment to Board deliberations;
- Safeguarding the interests of all stakeholders, particularly minority shareholders;
- Reviewing the performance of management and the Board;
- Ensuring integrity of financial information and robustness of internal controls and risk management systems;
- Upholding corporate governance standards and ethical conduct;
- Performing such other functions as may be prescribed under applicable laws.

The Independent Directors shall abide by the Code for Independent Directors as outlined in Schedule IV of the Companies Act, 2013.

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3. Time Commitment

The Independent Directors are expected to devote such time as is necessary for the proper performance of their duties and are expected to attend Board meetings, Committee meetings, general meetings and such other meetings as may be necessary.

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4. Remuneration

The Independent Directors shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses for participation in meetings and such other remuneration as may be approved by the Board/shareholders within the limits prescribed under applicable laws.

The Independent Directors shall not be entitled to participate in stock option schemes of the Company, if any.

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5. Code of Conduct

The Independent Directors shall comply with the Company's Code of Conduct for Board of Directors and Senior Management Personnel and other applicable policies of the Company.

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6. Confidentiality

The Independent Directors shall maintain confidentiality of all information acquired during their tenure and shall not disclose confidential information except as may be required by law or with prior approval of the Company.

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7. Evaluation

The performance of Independent Directors shall be evaluated in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations.

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8. Compliance

The Independent Directors shall comply with all applicable provisions of the Companies Act, 2013, SEBI LODR Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws, rules and regulations.

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9. Termination

The appointment of Independent Directors may be terminated in accordance with applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and the Articles of Association of the Company.
