

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The broad terms and conditions of appointment of Independent Directors is reproduced hereunder:

1. Appointment

In accordance with the provisions of the Companies Act, 2013, and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI (LODR) 2015) and other applicable laws, you will serve as a Non-Executive Independent Director on the Board of the Company for a term of five consecutive years from the date of your appointment. Your appointment is subject to the approval of shareholders.

2. Board Committees

2.1 As advised by the Board, during the tenure of office, being the Non-Executive Independent Director, you may be required to serve on one or more of the committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee Charter(s)/ Policy(s), which sets out the functions of that Committee.

2.2 Currently, the Board has five (5) committees: Audit Committee (AC), Nomination and Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC), Risk Management Committee (RMC) and Corporate Social Responsibility Committee (CSR). The Board may constitute any other committee/ re-constitute any existing committee as deemed fit. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Chairperson of the Board, in consultation with the Company Secretary and the Committee Chairperson, determines the frequency and duration of the committee meetings. The Committees shall meet at such frequency as defined in their respective Charter/ Policy.

3. Orientation to the Director

Being a new Non-Executive Independent Director of the Board, you shall undergo a detailed orientation about the Company, its strategy, operations, and functions.

4. Professional Conduct

Being a Non-Executive Independent Director of the Board, you shall strive to perform the duties according to the highest standards of honesty, integrity, accountability, confidentiality and independence and shall assume following professional duties:

- a. Duty of care and skill in the discharge of functions as a Director.
- b. Duty not to be negligent and not to commit or let others commit tortuous act.
- c. Duty not to exceed delegated powers entrusted by the Board or any Law applicable to the Company.
- d. Duty to act in the best interests of the Stakeholders and Customers and assist the Company in implementing the best corporate governance practices.
- e. Duty to uphold ethical standards of integrity and probity.
- f. Duty to exercise of responsibilities in a bonafide manner in the interest of the Company.
- g. Duty not to allow any extraneous considerations that may vitiate the exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making.

5. Functions, Responsibilities and Duties of Directors

5.1. Functions

- (a) To review the Company's strategy, the annual financial plan and monitor the Company's performance:

The primary role of the members of the Board is to exercise their business judgment to act in what they believe to be the best interests of the Company and its shareholders. It is the duty of the Board to ensure that the Management performs with competence and values to achieve the objectives of the Company. Generally, the Board meets once a quarter. The quarterly meeting of the Board includes updates on the business, financial and business-enabler functions and discussions on such updates. The Audit Committee of the Board reviews the Company's financials and recommends the same to the Board for its acceptance. The Board monitors the Company's performance against its annual financial plan at its quarterly meetings as well as at the end of the financial year.

- (b) To review performance and recommend compensation:

The Nomination and Remuneration Committee of the Board evaluates the performance of the Board of Directors and Senior Management of the Company and recommends remuneration payable to Directors, Key Managerial Personnel and Senior Management to the Board.

- (c) To develop and regularly review on Board succession plan for the Board.

The Nomination and Remuneration Committee of the Board works with the Board to develop an orderly plan for the succession of leadership of the Board and Senior Management of the Company.

- (d) To advice and counsel the Management:

The Board should comprise of individuals whose knowledge, background, experience and judgment are valuable to the Company. They should provide advice and guidance to Management of the Company. Members of the Board have full access to the Management and other employees as well as to the Company's records and documents. The Board may also seek legal or other expert advice from a source independent of the Management.

(e) To monitor and manage potential conflicts of interests of the Management:

The Audit Committee of the Board reviews and approves related party transactions, as required under the applicable laws and / or the rules of the Stock Exchanges where the securities of the Company are listed or any government agencies applicable to the Company.

(f) To oversee and ensure the integrity of financial information and legal compliance:

The Audit Committee of the Board oversees the Company's accounting and financial reporting processes and the audit of the Company's financial statements and assists the Board in the overseeing of *inter-alia* (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications, independence and performance, and (4) the Company's internal accounting and financial controls.

5.2. Responsibilities

The Non-Executive Independent Director has the same general legal responsibilities to the Company as that of any other director. The Board, as a whole, is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs.

Along with the Board, the Non-Executive Independent Director shall:

(a) provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risks to be assessed and managed;

(b) set the Company's strategic aims, ensures that the necessary resource requirements are in place for the Company to meet its objectives, and reviews management performance;

(c) set the Company's values and standards and ensures that its obligations to its shareholders/others are understood and met by the Company.

In addition to these roles of a Director, the role of an Non-Executive Independent Director shall have the following key elements:

(a) Strategy: Independent directors to constructively contribute to the development of the Company strategy;

(b) Performance: Independent directors to oversee the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;

(c) Risk: Independent directors to evaluate and ensure that financial information is accurate, and that financial and internal / operational controls and systems of risk management are robust and defensible;

(d) People: Independent directors be responsible for determining the appropriate levels of remuneration of executive directors and the process of succession planning. They also have a prime role in appointing, and, where necessary, removing senior management.

(e) Stakeholders: Independent directors to balance the conflicting interest of the stakeholders, including minority shareholders. In the event of any conflict, they shall moderate and arbitrate in the interest of the Company as a whole.

5.3. Duties

As a Non-Executive Independent Director, you shall:

- (a) undertake the appropriate induction into the Board and regularly update and refresh your skills, knowledge and familiarity with the Company;
- (b) seek appropriate clarification and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company;
- (c) strive to attend every meeting of the Board and of the Board Committees of which you are a member;
- (d) actively and constructively participate in the Committees of the Board in which you may be a member or the Chairperson;
- (e) strive to attend the general meetings of the Company;
- (f) keep yourself well informed about the Company and the external environment in which it operates;
- (g) not unfairly obstruct the functioning of an otherwise proper Board or committee;
- (h) ensure that related party transactions are considered carefully before they are approved and are in the interest of the Company;
- (i) ensure that the whistle-blower function of the Company is functioning adequately;
- (j) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics;
- (k) within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees, and
- (l) not disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.

6. Remuneration

6.1. The compensation of the Non-Executive Independent Director is approved at a meeting of the Board and by the Members as required under the applicable laws. The total remuneration, which *inter-alia* include sitting fees and profit-based commission or any other type of remuneration permissible under the applicable laws, payable to the entire group of Non-Executive Independent Directors is limited to a fixed amount per year.

In addition to the remuneration as mentioned above, Independent Directors would be entitled to the re-imbursement of only the following items of expenditure that may be incurred in travelling to the place of the Board Meetings and other Committee Meetings of the Company and back to their normal place of residence:

- i). Business Class (for Domestic travel) airfare from the normal place of residence to the place of Board or Committee meetings and back to their normal place of residence.
- ii). Accommodation at any hotel as determined by the Company for the duration of the Board and Committee meetings, and during the day prior to and after such meetings.
- iii). Out-of-pocket expenses, like food and incidental expenses that are incurred during the days of the Board and Committee Meetings.

The Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction, and training (organized by the Company for Directors).

7. D & O Insurance

The Company has a Directors' and Officers' insurance policy (D & O Policy) and it is intended to maintain such cover for the full term of appointment.

8. Term

Subject to applicable laws, as an Independent Director, you are eligible to serve for a term up to of up to five consecutive years and you shall not hold office for more than two consecutive terms.

9. Information on meetings

9.1. Scheduling and selection of agenda items for Board meetings

Dates for the Board Meeting are decided in advance and communicated to the Directors as and when scheduled. Generally, the Board Meetings are held at Pune or Mumbai, Maharashtra, India. The Chairman of the Board and the Company Secretary, in consultation with the Business or Functional Heads or Chief Operating Officer (COO) and Chief Financial Officer (CFO), draft the Agenda for each Meeting, along with the explanatory notes, and distribute it in advance to the Board Members. Additional meetings are held, based on requirements. Independent Directors are expected to strive to attend maximum number of meetings scheduled in a year. The Company provides video / teleconference facilities to facilitate participation upon specific request.

9.2. Availability of information to the Board:

The Board has full and unfettered access to any information of the Company, and to any employee of the Company. At Board meetings, the Board invites Functional Heads/ Managers of the Company when additional details into the items being discussed are required.

9.3. Independent Directors' discussion and Separate Meetings:

As per requirements of Clause VII of Schedule V of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) 2015, the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. All the Independent Director of the Company shall strive to be present at such meeting.

The meeting shall:

- i). review the performance of Non-Independent Directors and the Board as a whole;
- ii). review the performance of the Chairperson of the company, taking into account the views of Managing Director, Executive Directors and Non-Executive Directors of the Company;
- iii). assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

10. Mechanism for evaluating Board members

The Nomination and Remuneration Committee conducts an annual Board evaluation and a peer evaluation survey to assess the performance of the Board as a whole and that of individual Board Members. Performance is assessed based on clearly defined objective criteria. This is in line with the Company's Policy of being data-oriented in every transaction and decision. Performance is measured against commitments and best-in class benchmarks.

11. Dealing in shares and Code of Conduct

None of the Directors shall deal in any security of the Company except in accordance with the Insider Trading Code of the Company and the relevant Rules and Regulations as may be applicable to the Company from time to time. Any acquisition/ disposal of securities of the Company by any Director shall be informed to the Company within two (2) Trading days of acquisition/ disposal of securities.

12. Disclosures, other directorships, and business interests:

During your Term with the Company, you agree to promptly notify the Company of any change in directorships/ committee memberships and provide such other disclosures and information as may be required under the applicable laws inter-alia including the Companies Act, 2013 and SEBI Regulations including:

- Form DIR-2 pursuant to Section 152 (5) of the Companies Act, 2013. Please also provide brief profile, two passport size photos, copy of Identity Proof (PAN Card), Address Proof (Aadhar Card) and Passport.
- Form MBP-1 as required under Section 184(1) of the Companies Act, 2013. This general notice of interest is to be given every year. However, if there is any change during the year, the same may also be informed to us for information of the Board of Director in its next meeting.
- Details of Membership / Chairmanship held by you in Committees of the Board of other Companies in which you are Director.

- Form DIR-8 pursuant to Section 164(2) of Companies Act, 2013.
- Details of shareholding in companies pursuant to Insider Trading Code of Company.
- Code of Conduct for Board members and Senior Management Official of the Company.
- Declaration of independency pursuant to Section 149(6) of Companies Act, 2013 pertaining to Director.
- Other documents/registrations/certificates as required under the applicable laws in force.

The Director shall also agree that upon becoming aware of any potential conflict of interest with their position as Independent Director of the Company, he/she shall promptly disclose the same to the Chairman and the Company Secretary, in the appropriate manner. Further, during the term as Independent Director, he/she agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013, upon any change in circumstances, which may affect his/her status as an Independent Director of the Company.

In addition to the above-mentioned terms and conditions, you shall be required to carry out or perform such other functions, duties, and responsibilities as casted upon Non-Executive Independent Director vide any applicable laws or amendments thereto.