

**TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS  
(SCHEDULE IV TO THE COMPANIES ACT 2013 -SECTION 149 (8))**

**Terms of reference**

**Board Committees**

As advised by the Board, during the tenure of office, you may be required to serve on the committees of the Board established by the Company. Upon your appointment to any one or more committees, you will be provided with the terms of reference of that committee.

**Professional Conduct, Role and functions, duties**

You shall follow the duties of Directors as prescribed under Section 166 of the Companies Act 2013 and code for Independent Directors prescribed under Schedule IV to the Companies Act 2013.

**Remuneration**

You will be paid sitting fee for attending the meetings of the Board or Committees as approved by the Board from time to time.

**Dealing in Shares**

Directors are prohibited from dealing in the company's shares during the period when the trading window is closed. Further, you are required to pre-clear all trades (buy/sell/gift) from the Compliance Officer of the Company. You are required to comply with applicable insider trading laws and regulations.

**Retirement Age**

Retirement would be governed by Companies Act, 2013 and the rules made thereunder, Listing Agreement and other statutory provisions, from time to time.

**Directors' and Officers' Liability Insurance Policy**

The Company will provide D & O Liability Insurance Policy Cover in the manner and extent required.

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