

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors shall act as a guidance and are subject to the extent of provisions of the (i) applicable laws, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (ii) Articles of Association of the Company.

Independent Directors are expected to be in a better position than other directors to make objective and neutral decisions and to assess management recommendations because they have no significant personal interest in those decisions and recommendations. The terms and conditions of appointment of Independent Directors devotes considerable attention to defining what constitutes an Independent Director because of the special role such directors may play as Chairmen and on Board Committees or through other mechanisms to review sensitive issues such as related party transactions, remuneration policies, or other concerns related to ensuring equal treatment of minority shareholders.

The broad terms and conditions for appointment of Independent Directors of the Company are reproduced hereunder:

APPOINTMENT AND RE-APPOINTMENT

Upon appointment, the new director should be issued with a letter of appointment, written and signed by the Chairman or Managing Director of the Company. Such letter would set out the terms of his/her appointment and include:-

- Term of office
- The benefits, if any
- Duties and Responsibilities
- Expected workload and time commitment
- The manner in which the appointment can be terminated
- Obligation to comply with any Board decisions
- Confidentiality policy
- Conflict of interests policy
- Review processes
- Provision of Directors' Liability insurance and professional indemnity
- Access to independent professional advice Committees
- Details regarding any formal process of induction so that he/she is well informed about the operations of the company
- Details regarding on-going directors' training and development;and

The term of appointment and reappointment shall be subject to the provisions of Companies Act 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws as may be applicable from time to time. Reappointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee. Nomination and Remuneration Committee may consider a variety of factors, including a director's contributions to the Board and ability to continue to contribute productively, attendance at Board and Committee meetings, as well as whether the director continues to possess the attributes, capabilities and qualifications considered necessary or desirable for Board service, the results of the annual Board self-evaluation, the independence of the director and the nature and extent of the director's non-company activities The reappointment would also be considered based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.

The directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the Companies Act, 2013.

ROLE , DUTIES AND RESPONSIBILITIES

Along with the other Directors, Independent Directors will also be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other laws as may be applicable from time to time.
- Accountability under the Director's Responsibility Statement.

Independent Directors shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Independent Directors are particularly expected to provide guidance in their area of expertise.

TIME COMMITMENT

Directors shall devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

REMUNERATION

Independent Directors shall be paid sitting fees that may be determined by the Board and Nomination and Remuneration Committee may be payable to them. In determining the amount of the sitting fee, the Board supported by the Nomination and Remuneration Committee may consider performance of the Company and their performance as evaluated by the Board. Further, 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 Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

CODE OF CONDUCT

Independent Directors of the Company shall agree to comply with the Code of Conduct for Non-Executive Directors (NEDs). Unless specifically authorized by the Company, Independent Directors shall not disclose company and business information to constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers. Their obligation of confidentiality shall survive cessation of their respective directorships with the Company. The provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 would be applicable to the Independent Directors.

Independent shall not participate in any business activity which might impede the application of their

independent judgment in the best interest of the Company. All Directors are required to sign a confirmation of acceptance of the Code of Conduct for NEDs as adopted by the Board on annual basis.

TRAINING AND DEVELOPEMENT

The Company may, if required, conduct formal training program for its Independent Directors. The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

PERFORMANCE APPRAISAL/EVALUATION PROCESS

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

DISCLOSURES/ OTHER DIRECTORSHIPS AND BUSINESS CONCERNS

During the Term, Independent Directors shall agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They shall also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary. During their Term, they shall agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

MEETING

A separate meeting of the Independent Directors will be held to deliberate the issues as underlined under the **Companies Act 2013**. The Independent Directors at their meeting shall discuss the following issues:

1. Review the performance of the non-independent directors and the Board of Directors as a whole.
2. Review the performance of the Chairperson of the listed entity, taking into account the views of the executive and non-executive directors.
3. Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

CONCLUSION OF APPOINTMENT/ TERMINATION

On the conclusion of tenure, the Directors shall return any property and assets to the Company in their possession including information and data. The Directors shall not retain any copy of the information and data unless approved in writing by the Chairman of the Company.

Place: Kanpur
Date: 25.07.2016