The terms and conditions of appointment of Independent Director are as set forth below:

1. **Term of Appointment**

   Independent Director appointment shall be for a period up to five consecutive years for not more than two consecutive terms, unless terminated earlier in accordance with the applicable provisions of law or the Articles of Association of the Company.

   Re-appointment, if any, shall be subject to the provisions of the Companies Act, 2013 and approval of the shareholders.

2. **Board Committees**

   The Board may appoint Independent Director to one or more Committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee or any other Committee, as may be considered appropriate.

3. **Duties and Responsibilities**

   Independent Director shall:

   - act in accordance with the Articles of Association of the Company;
   - act in good faith to promote the objects of the Company for the benefit of its members as a whole;
   - exercise his/her duties with due and reasonable care, skill and diligence;
   - comply with the Code for Independent Directors contained in Schedule IV to the Companies Act, 2013;
   - comply with the Company's Code of Conduct and all applicable policies;
   - devote sufficient time and attention to the affairs of the Company;
   - avoid situations involving conflict of interest and promptly disclose any actual or potential conflict.

4. **Fiduciary Duties**

   Independent Director shall perform your fiduciary duties in accordance with Section 166 of the Companies Act, 2013 and maintain high standards of integrity, transparency and governance.

5. **Time Commitment**

   Independent Director are expected to attend:

   - Board Meetings;
   - Meetings of Committees of which you are a member;
   - General Meetings of shareholders; and
   - Separate meetings of Independent Directors, wherever applicable.

   Independent Director is expected to devote sufficient time for reviewing Board papers and participating effectively in deliberations

6. **Remuneration**

Independent Director shall be entitled to Sitting fees for attending meetings of the Board and Committees thereof, as approved by the Board within the limits prescribed under the Companies Act, 2013 but he/she shall not be entitled to stock options.

7. **Independent Status**

Independent Director shall continue to satisfy the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independent Director shall submit:

- a declaration of independence at the first Board Meeting of every financial year and whenever there is any change affecting his/her independence;
- disclosures of interest under applicable provisions of the Companies Act, 2013;
- declarations regarding disqualification and other statutory disclosures as required from time to time.

8. **Confidentiality**

During their tenure and thereafter, Independent Director shall maintain confidentiality of all confidential information, trade secrets, business plans, financial information and other proprietary information obtained during the course of their appointment and shall not disclose such information except as required by law.

9. **Code of Conduct**

Independent Director shall comply with:

- the Company's Code of Conduct;
- Insider Trading Code;
- Code of Fair Disclosure;
- Prevention of Sexual Harassment Policy; and
- such other policies as may be adopted or amended by the Company from time to time.

10. **Performance Evaluation**

Independent Director performance shall be evaluated annually by the Board in accordance with the Companies Act, 2013 and applicable SEBI regulations.

11. **Termination**

Independent Director appointment may cease upon:

- expiry of their term;
- resignation by giving written notice to the Company;
- removal in accordance with the Companies Act, 2013;
- disqualification under applicable law; or
- cessation of their independence, where applicable.

12. Governing Law

This appointment shall be governed by the provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws.