

TERMS & CONDITIONS FOR APPOINTMENT OF SHRI SANJAY KUMAR RAKESH AS AN INDEPENDENT DIRECTOR

The appointment of Shri Sanjay Kumar Rakesh as an Independent Director is governed with following terms and conditions.

1. Tenure

- 1.1 The tenure of your appointment as an Additional and Independent Director on the Board of Directors of the Company shall be for a period of _____years with effect from _____.
- 1.2 The term "Independent Director" shall be construed as defined under the Companies Act, 2013.
- 1.3 As per section 150(2) of the Companies Act,2013, the appointment of an Independent Director is subject to approval by the Company in General Meeting.
- 1.4 As an Independent Director, you shall not be liable to retire by rotation.
- 1.5 An Independent Director has to give a yearly declaration that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013, in first board meeting of every financial year.
- 1.6 An Independent Director has to give a yearly declaration of compliance of sub-rule (1) and (2) of the Rule 6 of the Companies (Appointment & Qualifications of Directors) Rules, 2014, to the Board, in first meeting of every financial year. Rule 6 requires every director who is on Board of a Company to maintain validity of his registration in data bank of Institute of Corporate Affairs as an Independent Director till he holds directorship in a Company.
- 1.7 As per section 184 of the Companies Act,2013, a director has to disclose his concern or interest in any company, firms, association including shareholding if any therein on yearly basis and also his concern or interest in a contract or arrangement at meeting of Board in which the same is discussed and will not cannot participate in such meeting
- 1.8 You shall also take care of sections 164, 165 & 167 of Companies Act pertaining to Disqualification for appointment of Director, Number of Directorships and Vacation of office of Director respectively. The said sections are enclosed as **Annexure-A**

1.9 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors in consistent with the provisions of the Companies Act, 2013. The Company reserves the right to remove an Independent Director earlier than the said tenure, subject to provisions of the Companies Act, 2013.

2. Committees

In addition to the Audit Committee, NRC and CSR Committee, the Board may appoint you as a Member/Chairman of the existing Board Committee or any other Committee(s) that may be set up in future.

3. Time Commitment

The Board and the Audit Committee meet at least four times in a year. The NRC and CSR Committee meetings are ordinarily convened as per requirement. You shall be expected to attend the Board Meetings, the Board Committees Meetings (wherever applicable) and the Annual General Meetings of the Company and devote quality time, as required for discharge of your duties effectively.

4. Roles & Responsibilities

As an Independent Director you are expected to bring objectivity and independence to the Board's discussions and help in providing the Board with effective leadership in relation to the Company's strategy, performance and risk management, apart from ensuring high standards of financial probity and corporate governance.

5. Fiduciary Duties

The Board of Directors may assign such duties and delegate such powers as may be deemed fit to an Independent Director for discharging his duties in efficient manner.

Your role and duties as an Independent Director shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time. There are certain duties prescribed for all Directors, both Executive and Non-Executive under section 166 of Companies Act and the said section is attached as **Annexure -B** for your reference please.

You are also required to abide by the 'Code of Conduct for Independent Directors' (enclosed as **Annexure-C**) as amended from time to time to the extent relevant and applicable to your role (as per Schedule IV of the Companies Act, 2013) along with section 149 and other applicable provisions of the Act.

6. Status of Appointment and Remuneration

6.1 You shall not be an employee of the Company and this letter shall not constitute a Contract of employment.

6.2 You will be entitled to receive such sitting fee as per section 197(5) of Companies Act, 2013, to attend the Board meeting and/or Committee meetings, from the Company as may be decided by the Board of Directors of the Company from time to time.

7. Confidentiality

All information acquired during the tenure of Directorship shall be kept confidential and shall not be disclosed (during service or after service) under any circumstances to third parties without prior written approval from the Company, unless required by law.

Notified Date of Section: 01/04/2014

164. Disqualifications for Appointment of Director

(i) A person shall not be eligible for appointment as a director of a company, if –

- (a) he is of unsound mind and stands so declared by a competent court;
- (b) he is an undischarged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

- (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
- (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
- (h) he has not complied with sub-section (3) of section 152.

⁶ [⁵ [⁴ [(i) he has not complied with the provisions of sub-section (1) of section 165.]]]

[(2) No person who is or has been a director of a company which—

- (a) has not filed financial statements or annual returns for any continuous period of three financial years; or
- (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more,

shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.]

² [Provided that where a person is appointed as a director of a company which is in default of clause (a) or clause (b), he shall not incur the disqualification for a period of six months from the date of his appointment.]

(3) A private company may by its articles provide for any disqualifications for appointment as a director in addition to those specified in sub-sections (1) and (2):

³ [Provided that the disqualifications referred to in clauses (d), (e) and (g) of sub-section (1) shall continue to apply even if the appeal or petition has been filed against the order of conviction or disqualification.]

Exceptions/ Modification/ Adaptation

1. In case of Government company - Sub-section (2) shall not apply. -
Notification dated 5th june, 2015.

Amendment

2. Inserted by The Companies (Amendment) Act, 2017- "> Amendment Effective from 7th May 2018

3. Substituted by the Companies (Amendment) Act, 2017- Amendment Effective from 7th May 2018

In section 164 in sub-section (3) for the words:-

"Provided that the disqualifications referred to in clauses (d), (e) and (g) of sub-section (1) shall not take effect—

(i) for thirty days from the date of conviction or order of disqualification;

(ii) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed off; or

(iii) where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed off."

The following Clause shall be substituted, namely :-

"Provided that the disqualifications referred to in clauses (d), (e) and (g) of sub-section (1) shall continue to apply even if the appeal or petition has been filed against the order of conviction or disqualification."

4. Inserted by the Companies (Amendment) Ordinance, 2018 dated 02.11.2018

5. Inserted by the Companies (Amendment) Ordinance, 2019 dated 12.01.2019

[Companies (Amendment) Ordinance 2018 is repealed on 12th January 2019]

6. Inserted by the Companies (Amendment) Act, 2019

Effective From 02nd November 2018 [Companies (Amendment) Second Ordinance 2019 is repealed on 31st July 2019]

165. Number of Directorships

¹[(1) No person, after the commencement of this Act, shall hold office as a director, including any alternate Directorship, in more than twenty companies at the same time:

Provided that the maximum number of public companies in which a person can be appointed as a director shall not exceed ten.

Explanation I — For reckoning the limit of public companies in which a person can be appointed as director, Directorship in private companies that are either holding or subsidiary company of a public company shall be included.

² [Explanation II.—For reckoning the limit of Directorships of twenty companies, the Directorship in a dormant company shall not be included.]

(2) Subject to the provisions of sub-section (1), the members of a company may, by special resolution, specify any lesser number of companies in which a director of the company may act as Directors.

(3) Any person holding office as director in companies more than the limits as specified in sub-section (1), immediately before the commencement of this Act shall, within a period of one year from such commencement,—

(a) choose not more than the specified limit of those companies, as companies in which he wishes to continue to hold the office of director;

(b) resign his office as director in the other remaining companies; and

(c) intimate the choice made by him under clause (a), to each of the companies in which he was holding the office of director before such commencement and to the Registrar having jurisdiction in respect of each such company.

(4) Any resignation made in pursuance of clause (b) of sub-section (3) shall become effective immediately on the despatch thereof to the company concerned.

(5) No such person shall act as director in more than the specified number of companies,—

(a) after despatching the resignation of his office as director or non-executive director thereof, in pursuance of clause (b) of sub-section (3); or

(b) after the expiry of one year from the commencement of this Act, whichever is earlier.

⁶ [(6) If a person accepts an appointment as a director in violation of this section, he shall be liable to a penalty of two thousand rupees for each day after the first during which such violation continues, subject to a maximum of two lakh rupees.]

Amendment

2. Inserted by The Companies (Amendment) Act, 2017 :- Amendment effective from 9th february 2018

3. Substituted by the Companies (Amendment) Ordinance, 2018 dated 02.11.2018

In section 165, in sub-section (6), for the words

punishable with fine which shall not be less than five thousand rupees but which may extend to twenty-five thousand rupees for every day after the first during which the contravention continues.

the following words shall be substituted namely:-

liable to a penalty of five thousand rupees for each day after the first during which such contravention continues

4. Substituted by the Companies (Amendment) Ordinance, 2019 dated 14.01.2019
[Companies (Amendment) Ordinance 2018 is repealed on 12th January 2019]

5. Substituted by the Companies (Amendment) Act, 2019:-
Effective From 02nd November 2018 [Companies (Amendment) Second Ordinance 2019 is repealed on 31st July 2019]

6. Substituted by the Companies (Amendment) Act, 2020. Notification dated 28th September, 2020
Amendment Effective from 21st December 2020

in rule 165, for sub rule 6,

(6) If a person accepts an appointment as a director in contravention of sub-section (1), he shall be ⁵ [4
[³ [liable to a penalty of five thousand rupees for each day after the first during which such
contravention continues]]]

the following shall be substituted namely:-

(6) If a person accepts an appointment as a director in violation of this section, he shall be liable to a penalty of two thousand rupees for each day after the first during which such violation continues, subject to a maximum of two lakh rupees.]

Exceptions/ Modification/ Adaptation

1. In case of section 8 company - section 165 (1) shall not apply - Notification dated 5th june, 2015.

167. Vacation of Office of Director

(1) The office of a director shall become vacant in case—

(a) he incurs any of the disqualifications specified in section 164;

¹[Provided that where he incurs disqualification under sub-section (2) of section 164, the office of the director shall become vacant in all the companies, other than the company which is in default under that sub-section.]

(b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(c) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184;

(e) he becomes disqualified by an order of a court or the Tribunal;

(f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months:

² [Provided that the office shall not be vacated by the director in case of orders referred to in clauses (e) and (f)—

(i) for thirty days from the date of conviction or order of disqualification;

(ii) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or

(iii) where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.]

(g) he is removed in pursuance of the provisions of this Act;

(h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.

(2) If a person, functions as a director even when he knows that the office of director held by him has become vacant on account of any of the disqualifications specified in subsection (1), he shall be punishable ³[**Omitted**] with fine which shall not be less than one lakh rupees but which may extend to ⁴ [five lakh rupees].

(3) Where all the Directors of a company vacate their offices under any of the disqualifications specified in sub-section (1), the promoter or, in his absence, the Central Government shall appoint the required number of Directors who shall hold office till the Directors are appointed by the company in the general meeting.

(4) A private company may, by its articles, provide any other ground for the vacation of the office of a director in addition to those specified in sub-section (1).

Amendment

1. Inserted by The Companies (Amendment) Act, 2017 :- Amendment Effective from 7th May 2018

2. Substituted by the Companies (Amendment) Act, 2017 :- Amendment Effective from 7th May 2018

In section 167 in sub-section (1) in clause (f) for the word:-

Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court;

The following clause shall be substituted, namely :-

Provided that the office shall not be vacated by the director in case of orders referred to in clauses (e) and (f)-

(i) for thirty days from the date of conviction or order of disqualification;

(ii) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or

(iii) where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.

3. Omitted by the Companies (Amendment) Act, 2020. Notification dated 28th September, 2020 Amendment Effective from 21st December 2020

Original Omitted content-

"with imprisonment for a term which may extend to one year or"

4. Substituted by the Companies (Amendment) Act, 2020. Notification dated 28th September, 2020 Amendment Effective from 21st December 2020

For the word-

"five lakh rupees, or with both."

Notified Date of Section: 01/04/2014

166. Duties of Directors

(1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.

(2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

(3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

(4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

(5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

(6) A director of a company shall not assign his office and any assignment so made shall be void.

(7) If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.



Notified Date of Section: 01/04/2014

Schedule IV

[See section 149(8)]

Code for Independent Directors

The Code is a guide to professional conduct for independent Directors. Adherence to these standards by independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent Directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent Directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;

- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent Directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

(12) ¹ ["acting within his authority"], assist in protecting the legitimate interests of the company, shareholders and its employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

(1) Appointment process of independent Directors shall be independent of the company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

(2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

(3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

(4) The appointment of independent Directors shall be formalised through a letter of appointment, which shall set out :

(a) the term of appointment;

(b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

(c) the fiduciary duties that come with such an appointment along with accompanying liabilities;

(d) provision for Directors and Officers (*D and O*) insurance, if any;

(e) the Code of Business Ethics that the company expects its Directors and employees to follow;

(f) the list of actions that a director should not do while functioning as such in the company; and

(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

(5) The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.

(6) The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

(1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.

(2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within ² ["three months"] from the date of such resignation or removal, as the case may be..

(3) Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

(1) The independent Directors of the company shall hold at least one meeting ³ ["in a financial year"], without the attendance of non-independent Directors and members of management;

(2) All the independent Directors of the company shall strive to be present at such meeting;

(3) The meeting shall:

(a) review the performance of non-independent Directors and the Board as a whole;

(b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;

(c) 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.

VIII. Evaluation mechanism:

(1) The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

⁴["Note: The provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraphs are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Government and such requirements are complied with by the Government companies."]

Note :

1. Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak.

Amendment

1. Substituted by Notification Dated 5th July, 2017.

In Schedule IV (i) in paragraph III, in sub-para (12), for the words "acting within his authority", the words "act within their authority" shall be substituted;

2. Substituted by Notification Dated 5th July, 2017.

In paragraph VI, sub-para (2), for the words " a period of not more than one hundred and eighty days", the words "three months" shall be substituted;

3. Substituted by Notification Dated 5th July, 2017.

In paragraph VII, in sub-para (1), for the words "in a year", the words "in a financial year" shall be substituted;

4. Inserted by Notification Dated 5th July, 2017.