



TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY

The following are the terms and conditions of appointment of Independent Directors of the Company viz. Mr. K. Vasudevan, Mr. K. M. Poddar, Mr. V. D. Mohile, Mr. S. N. Roy and Mr. K.K. Rai

1. APPOINTMENT

(a) The appointment of the Independent Directors is for a term of five years with effect from 1st April, 2014 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

(b) The Independent Directors will not be liable to retire by rotation.

(c) The Independent Directors may be required to serve on one or more Board Committees as may be decided by the Board from time to time. Presently, there are five Board Committees viz. Audit Committee, Nomination & Remuneration Committee, CSR and Sustainability Committee, Stakeholders Relationship Committee, Risk Management Committee and Share Transfer and Transmission Committee. The role of these Board Committees would be such as may be determined by the Board from time to time.

2. ROLE, DUTIES AND RESPONSIBILITIES

(a) The duties and liabilities that come with the appointment as Independent Director would be as per the applicable laws, the Articles of Association of the Company and the Techno Code of Conduct.

(b) As members of the Board, the Independent Directors alongwith the other Directors will collectively be responsible for meeting the objectives of the Board which include:

- requirements under the Companies Act, 2013 (the Act) and the Rules thereunder;
- responsibilities of the Board as outlined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- accountability under the Directors' Responsibility Statement;
- overseeing the maintenance of high standards of the Company's values and ethical conduct of business;
- overseeing the Company's contribution towards sustainability and CSR;

(c) The Independent Directors will be expected to perform their fiduciary duties and exercise the skill and care expected of every Director. They shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

3. TIME COMMITMENT

Considering the nature of the role of a Director, it is difficult for a company to lay down specific parameters on time commitment. The Independent Directors agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as Independent Director.

4. REMUNERATION

(a) The Independent Directors will be entitled to sitting fees for attending meetings of the Board and Committees thereof. Presently, the sitting fees, as determined by the Board, are 10,000/- for attending each meeting of the Board and the meeting of the Audit Committee, Nomination & Compensation Committee, CSR and Sustainability Committee and Independent Directors Committee, and ` 10,000/- for each meeting of the Securityholders Relationship Committee. The Company will bear the expenses for their attending the meetings of the Board and Board Committees, in terms of the Articles of Association of the Company.

5. THE TECHNO CODE OF CONDUCT

(a) As Independent Directors of the Company, they agree to comply with the provisions of the Techno Code of Conduct, as adopted by the Board. The Independent Directors will also be required to affirm annually, compliance with the Techno Code of Conduct.

(b) Unless specifically authorised by the Company, the Independent Directors will not disclose information in respect of the Company's affairs to the media, the financial community, the employees, the members, or to any other person. The obligation of confidentiality of the Independent Directors shall survive the cessation of their directorship in the Company.

(c) The attention of Independent Directors has also been drawn to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations and the Techno Code of Conduct for Prevention of Insider Trading, prohibiting disclosure or use of unpublished price sensitive information.

(d) The Independent Directors shall not engage in any activity which might impede the application of their independent judgement in the best interest of the Company.

6.INDUCTION AND DEVELOPMENT

The Company will, from time to time, brief the Independent Directors on all business related

matters, risk assessment & minimisation procedures, and proposed new initiatives. They will also be updated on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislation and economic environment.

7 . PERFORMANCE EVALUATION PROCESS

Performance of the Independent Directors as well as the performance of the entire Board and its Committees will be evaluated annually as may be required under the provisions of law, against the parameters for evaluation laid down by the Nomination & Compensation Committee.

8. CONFLICT OF INTEREST

(a) It is accepted and acknowledged that the Independent Directors may have business interests other than those of the Company. They are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form.

(b) During their term, the Independent Directors agree to promptly provide declaration under Section 149(7) of the Act, upon any change in circumstances which may affect their status, individually, as Independent Director. Further, they also agree to confirm, individually, compliance with the said criteria of independence every financial year.

9. GENERAL

Actions, in particular, that should not be taken by the Independent Directors while in office, include the following:

- (i) Action that involves any violation of applicable law;
- (ii) Action that involves any breach of the Techno Code of Conduct;
- (iii) Action that either involves their personal interest, except as disclosed in terms of the applicable laws, or compromises or conflicts with the interest of the Company.