

1. TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS:

- 1.1 As per the provisions of sub-section (10) of Section 149 of the Companies Act, 2013 ('Act') appointment of an Independent Directors is effective with effect from September 18, 2017 and will continue until the 17th September 2022.
- 1.2 Appointment shall not be subject to rotation as per the provisions of sub-section (6) of Section 152 of Companies Act, 2013.
- 1.3 Appointment as an Independent Director of the Company was based, *inter alia*, on declaration by Independent Directors that Independent Directors comply with the conditions of independence as listed in Section 149 (6) of the Act read with relevant rules. If there is any change in circumstances affecting independence, Independent Directors are required to immediately let the Board of Directors ('Board') know of the same, in terms of Section 149 (7) of the Act.
- 1.4 Appointment will terminate automatically on the expiry of the term of appointment as above, or if IDS vacate office in terms of Section 167 of the Act. There is no compensation for termination of office in any circumstance.

2. DUTIES

- 2.1 As an independent director, besides the functions and duties applicable to every director, or the functions or duties of the Board collectively, Independent Directors have several duties as set out in Schedule IV of the Act.
- 2.2 The Company attaches the highest importance to Independent Directors all-round perspective while on the Board. As an Independent Director of the company, we hope to derive the benefit of your vast experience on business matters and in advising the Company as mentioned in Section 166 of the Companies Act, 2013 ("Act").
- 2.3 The Board of Directors has an obligation to act in the best interest of the Company. While the Company acknowledges that Independent Director may have business interests other than those of the Company, you are requested to inform the Company Secretary of any apparent situations that present a potential or actual conflict of interest. Independent Directors are also requested to inform the Company on accepting Directorships of other companies.
- 2.4 **Committees to be served-** Independent Directors may be required to serve as member of the Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board. The tasks to be accomplished by being a part of the committees are as per the terms of reference set out by the Board of the Company under the provisions of the Companies Act, 2013.

2.5 The Board expects a time commitment from Independent Directors which would include the following:

- (a) Independent Directors shall strive to attend all meetings of the Board of Directors and of the Board Committees of which they are a member;
- (b) Independent Directors shall participate constructively and actively in the Committees of the Board in which Independent Directors are Chairperson or Member;
- (c) Independent Directors shall strive to the General Meeting of the Company.

3. REMUNERATION

- 3.1 Independent Directors will be entitled to such sitting fees, if any, as approved by the Board, from time to time for every Board Meeting and Committee Meeting(s) attended by Independent Directors during your term of appointment. Currently, the sitting fees are Rs. 60,000/- (Rupees Sixty Thousand for every Board Meeting and Rs.25000/- (Rupees Twenty Five Thousand) for every Meeting of Committee of the Board of Directors. Expenses incurred by Independent Directors for the purpose of attending any meeting of the Board or its Committee, or for participating through video conferencing as permitted by the Board, will be incurred/reimbursed by the Company separately as per the Company's normal policy on such expenses/reimbursements.
- 3.2 The Company will reimburse Independent Directors for all reasonable out of pocket expenses incurred while carrying out duties including expenses incurred on obtaining advice from independent advisors in accordance with the Company's policy.

4. GENERAL

- 4.1 **Fiduciary duties and accompanying liabilities-** Independent Directors will be expected to perform general fiduciary duties and exercise the skill and care expected from every Director. Independent Directors do not have authority to commit the Company in any way, nor should Independent Directors make any statements on the Company's behalf or concerning the Company to the media, financial institutions or anyone associated with the stock market or investor community without the express authorisation of the Board.

As per section 149 (12) of the Companies Act, 2013, Independent Directors will be held liable, only in respect of such acts of omission or commission by the Company which have occurred with their knowledge, attributable through Board processes, and with your consent or connivance or where Independent Directors have not acted diligently.

- 4.2 **Directors and Officers (D and O) insurance**-The Company has taken Directors' and Officers' liability insurance. If required, Independent Directors can seek for a copy of the policy documents from the Company for their reference and record.
- 4.3 The list of actions that an Independent Director should not do while functioning as such in the company includes the following:
- (i) Any action that involves any violation of applicable law;
 - (ii) Any action that involves any breach, in letter and spirit, of the Company's Code of Business Ethics;
 - (iii) Any action that either involves the directors' personal interest, except as disclosed as per applicable law, or unduly compromises or conflicts with the interest of the company.
- 4.4 We confirm that:-
- (a) Independent Directors will be given full access to all information in or about the Company and its affairs which are available to the Executive Directors of the Company;
 - (b) agenda for the Board meetings and all relevant papers which require study before Board meetings will be provided to Independent Directors in good time (save in exceptional circumstances) to allow Independent Directors to consider them in advance of meetings (and likewise for the proceedings of committees, wherever applicable);
and
 - (c) Independent director will be given access to the Whole-time Director and the Chief Financial Officer/Company Secretary of the Company, on a personal basis, whenever Independent Directors request to see them.
 - (d) The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the company during normal business hours