



**TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY**

<b>Name Of Director</b>	<b>Date of Appointment</b>	<b>Term of Appointment</b>
Vidya Sagar Bhatia	29/09/2014	5 Years
Gaurav Mutreja	12/09/2015	5 Years

- a) The Independent Directors will not be liable to retire by rotation.
- b) As a member of the Board, the Independent Directors along with 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 there under;
  - accountability under the Directors' Responsibility Statement;
  - Comply with the Company's Code of Conduct;
  - Comply with the Articles of Association of the Company;
- c) They shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.
- d) The independent directors will receive the remuneration as per the remuneration policy of the Company.
- e) The 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. The criteria for evaluation will be determined by the Nominations and Remuneration Committee of the Company.
- f) The Independent Directors shall not, without the prior approval of Board, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company.
- g) During their term, the Independent Directors agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in the circumstances which may affect their status as an Independent Director.