

Name of Director	Chetan Desai	Alok Vajpeyi	Sangeeta Pendurkar
Date of Appointment	December 15, 2021	December 15, 2021	December 15, 2021
Conditions of Appointment	<p>Term of appointment:</p> <ul style="list-style-type: none"> • 3years commencing with effect from 15th December 2021. Shall not be liable to retire by rotation. • The term Independent Director should be construed as defined under the Companies Act, 2013 and SEBI (LODR) regulations, 2015 as amended from time to time. • Will be identified as such in the Annual Report, public disclosures and other documentation as an Independent Director. In case of happening of any event, in case cease to meet the eligibility criteria for Independent Director, shall promptly inform the Company of the same and shall cease to become an Independent Director of the Company. <p>Expectations of the Board and Board –level Committee(s):</p> <ul style="list-style-type: none"> • The Board of Directors (The Board) expects active participation by providing vision and expert direction which will enable the company to achieve excellent performance and growth. • The Board may if deem fit invite for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Appointment on such Committee(s) will be subject to the applicable regulations. <p>Roles, Responsibilities and Duties:</p> <ul style="list-style-type: none"> • Shall be responsible for fulfilling key functions and duties as set out under section 149(6), 166 read with Schedule IV of the Companies Act, 2013, also the SEBI Listing Regulations as and whenever be applicable to the Company together with any amendments or re-enactments thereof from time to time. • Shall strive to avoid occurrence of any events specified under section 164 and 167 of the Act regarding disqualifications and vacation of office. • There are certain duties prescribed for all Directors, both Executive and Non-Executive as per section 166 of the Companies Act, 2013 which are fiduciary in nature and are as under: <ul style="list-style-type: none"> a. Act in accordance with the Company’s Articles of Association b. 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 interest of the Company. 		

- c. Shall discharge duties with due and reasonable care, skill and diligence.
- d. Shall not achieve or attempt to achieve any undue gain or advantage either to oneself or to relatives, partners or associates.
- e. Shall not assign office as Director and any assignments so made shall be void.

Code of Conduct:

- During the tenure, shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013, and duties of directors as provided in the said Act.

Directors and Officers (D&O) Liability Insurance:

- The Company maintains a Directors and Officers Insurance policy (D&O) to pay for the personal liability of Directors and officers for claims made against them while serving on Board and /or as an officer of the Company.

Remuneration:

- Subject to the provisions of sections 197 and 198 of the Companies Act, 2013 shall be entitled to sitting fees of Rs. 100,000/- (Rupees One Lakh only) for attending each meeting of the Board and Committees.

Disclosure of Interest:

- As per the provision of the Companies Act, 2013, and as amended from time to time, the Company must note any material interest that a director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately.

Confidentiality:

- All information acquired during appointment is confidential to the Company and should not be released, either during appointment or following resignation/termination (by whatever means) to any person or company without prior clearance from the Board unless required or mandated by law or by the rules of any stock exchange or regulatory as may be.
- Attention is drawn to the requirements under the regulation as to the disclosure of price-sensitive information, and should

avoid making any such statements that may risk a breach of the requirements without prior clearance from the Board.

Re-appointment/Resignation/Termination:

- Continuation of appointment is contingent on getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force.
- An Independent Director may resign from his/her office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar of Companies as required under Companies Act, 2013.
- Appointment may also be terminated in accordance with the provisions of the Companies Act, 2013, and as per the Articles of Association of the Company from time to time in force.

Review process:

- The performance of independent directors and the whole Board and its committees shall be evaluated annually. Any proposal of re-appointment of independent director shall be on the basis of report of performance evaluation.