



Term & Conditions of Appointment of Independent Directors

The following terms & Conditions are subject to the provisions of Companies Act, 2013 and Listing Agreement as amended from time to time:

| Sr. No. | Name of the Independent Director | Tenure from | Tenure to |
|----------------|---|---------------------------------|---------------------------------|
| 1. | Mr. Jagdish Chander | 30 th December, 2014 | 29 th December, 2019 |
| 2. | Dr. Suresh Kr. Chadha | 30 th December, 2014 | 29 th December, 2019 |
| 3. | Dr. Gilber Wenzel | 30 th December, 2014 | 29 th December, 2019 |
| 4. | Dr. Rupinder Tewari | 30 th December, 2014 | 29 th December, 2019 |

The broad terms and conditions of the Independent directors as mentioned above are :

Appointment:

The tenure of appointment of Independent directors shall be as per the Companies Act, 2013 and as per the listing agreement. The appointment of Independent directors will be on the basis of recommendation of Nomination & Remuneration Committee.

Independent Directors will not be liable to retire by rotation.

Remuneration:

Independent directors will get sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof , as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board. Independent directors will not get remuneration in any other form other than sitting fees.

Role, Duties & Responsibilities :

The role, duties & responsibilities of an Independent directors will be same as prescribed by the Companies Act, 2013, Listing agreement, Directors responsibility statement and any other act as applicable.

Training:

Company may, if required provide training from time to time to Independent directors.

Performance evaluation:

As members of the Board, performance of Independent directors and entire board will be evaluated annually.

Termination/ Resignation:

Independent directors may resign after giving reasonable written notice. If at the time of getting shareholders approval for appointment of Independent director, shareholders do not approve such appointment then that Independent director will not be liable for any kind of compensation.

Confidentiality:

All information in relation to the Company acquired by Independent Director during the appointment and tenure as an Independent Director is confidential and should not be disclosed to third parties unless required by law.

Misc.

Independent directors are not to be considered as the employee of the Company. The appointment, termination and all other provisions regarding the appointment of Independent directors will be as per the Companies Act, 2013, Listing agreement and any other act as may be applicable.