

Terms and Conditions of Appointment of Independent Directors

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1. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director on the Board of the Company upto 5 years from the date of your appointment. Your appointment is subject to the approval of the shareholders of the Company.
2. The above appointment is subject to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into with the Stock Exchanges.
3. As an Independent Non-Executive Director you have the same general legal responsibilities to the Company as any other Non- Executive Director. The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.
4. The Board
 - Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - Sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
 - Sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met.
5. You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience.
6. During your tenure as an Independent Director you may be requested to serve on one or more committees of the Board.
7. It is expected that you will not serve on the Boards of competing companies. Apart from

applicable laws and good corporate governance practices, there are no other restrictions.

8. As required by law at least one meeting of only Independent Directors will be held in which Independent Directors can have a full and frank discussion on the performance of the Company

9. You are required to abide by the guidelines as to professional conduct for Independent Directors as set out in Section 149(8) read with Schedule IV of the Companies Act, 2013.

10. You will be invited to attend ongoing training and familiarization sessions for Directors.

11. The Board Members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

12. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, business environment, business strategy and risk involved.

13. All the Directors of the Company are covered under the Directors' and Officers' Insurance Policy and the Company undertakes to maintain such cover for the full term of the appointment. A copy of the D & O Policy which is presently in force is enclosed for your kind perusal and record.

14. During the term of Appointment the Board of Directors are expected to strictly adhere to the Code for Independent Directors as stipulated in Schedule IV to the Companies Act, 2013, (copy enclosed), Code of Conduct for Board Members and Senior Management of the Company (copy enclosed) and the Code of Conduct for Prevention of Insider Trading (copy enclosed).

15. As provided under the Companies Act, 2013, read with the provisions of the Articles of Association, the Company will pay Sitting Fee for the Board & Committee Meetings attended by the Non Executive Directors as determined from time to time by the Board / Shareholders of the Company and also reimburse the expenses incurred for attending the meetings.

16. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 49 of the Listing Agreement

entered with Stock Exchanges, the letter of appointment will be open for inspection by any member and the Company will also post the terms and conditions of the appointment of Independent Directors on the Company's website www.ncclimited.com.

17. The Appointment and the terms are governed by the laws of India.