

BIRLA CAPITAL AND FINANCIAL SERVICES LIMITED

23, Birla Mansion No. 2, 1st Floor, 1st Floor, D. D. Sathe Marg,
Prathna Samaj, Mumbai - 4. Tel. : 2386 7498 / 2387 6489
Fax : 2385 8269 • E-mail : info@birlainternational.net
CIN : L51900MH1985PLC 036156

TERMS OF APPOINTMENT OF INDEPENDENT DIRECTOR

- 1. Appointment:** - Your initial period of appointment will be Five (5) years. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013. Further the tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.
- 2. Role on the Board:** - You are expected to provide your expertise in the area of investment, economic and business policy, corporate governance and social contribution of business, and your over decades of experience in various sector, in the functioning of the Board and the committees of the Board you may be nominated. You may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.
- 3. Code for Independent Director:**-The duties, roles and functions to be performed by Independent Director that come with your appointment would be as per the Companies Act, 2013 and Regulation 27 of the LODR 2015.

As an independent director you will be liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'Independent' in accordance with the provisions of Companies Act, 2013. You are expected to continue to be qualified as 'Independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should inform to Board as soon as practicable.

You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Managing Directors.

- 4. Disclosures:** - You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013.

During your tenure as an independent director you are required to give a declaration that you meet the criteria of independent every financial year as provided under Section 149 of the Companies Act, 2013.

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5. **Evaluation Process:** - Your performance evaluation shall be done by the Board of Directors annually, without your participation.

You will participate in reviewing the performance of non-independent directors and the Board as a whole performance of the Chairperson and other independent directors.

6. **Directors' Fees:** - You shall be paid a sitting fee as decided by the Board time to time for attending the each meeting of Board as well as the Committee meetings (if appointed) attended by you, as per the provision of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company shall reimburse you all travelling, hotel, and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

As an independent director you shall not entitled to any stock option and shall not be covered by any pension scheme.

7. **General:** - All the terms as mentioned above including your appointment, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made there under.