

Independent Directors **Terms and conditions of Appointment**

The terms and conditions of appointment of Independent Directors are as under:

Independence

The appointment as an independent Director is in due consideration of declaration of being qualified as Independent and appointment is subject to continued status as "Independent" as per the requirement of the Companies Act, 2013.

Appointment

The appointment is for an initial term of five years unless otherwise terminated earlier by and at the discretion of either party. Independent Directors are typically expected to serve two five years terms. Appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time enforce.

Approval of Reserve Bank of India (RBI)

While granting the Certificate of Registration to commence/carry on the business of securitisation or asset reconstruction to the company RBI vide its letter dated February 14, 2008, stipulated a condition, inter alia, to obtain prior approval of RBI for any change in the composition of the Board of Directors. Accordingly, the Company has obtained the requisite prior approval from RBI for their appointment on Board of Directors of the Company.

Roles and Responsibilities

Independent Directors have the same general legal responsibility to the Company as any other Directors. Independent Director of the Company, are required:

- To act in accordance with the Company's Article of Association.
- To discharge duties with due and reasonable care, skill and diligence.
- Not to achieve or attempt to achieve any undue gain or advantage either to himself or to any related person / party.
- To 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.
- Not to involve in a situation conflicting with the interest of the Company and to put the interest of Company above others.

In addition to the above requirement applicable to all Directors, role of the Independent Directors shall also include duties as prescribed in Schedule IV of Companies Act, 2013.

Directors' Remuneration

Directors of the Company are entitled to sitting fees of INR 20,000 for attending each meeting of the Board and Committee thereof and such commission on Net profits as may be recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of Directors of

the Company. The Company shall also reimburse all reasonable and properly documented expenses that are incurred by a director in performing the duties of the Company.

Confidentiality

During their tenure, Independent Directors of the Company are privy to information that is confidential to the Company. All such information acquiring during tenure should not be released to the third parties without prior clearance from the Chairperson.

Evaluation process

As a member of the Board, performance as well as the performance of the entire Board and its Committees shall be done annually. Evaluation of each Director shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination and Remuneration Committee of the Board and disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be constructive mechanism to improve the effectiveness of the Board/ Committee if, in the interim, there are any matter which can cause concern, directors can discuss them with the chairperson as soon as is appropriate.

Insurance

Directors and Officers Liability Insurance will be provided to them by the Company, subject to the terms of the policy from time to time in force (which may be subject to change).

Governing Law

This appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts at Mumbai.