

MODEL TERMS AND CONDITIONS FOR APPOINTMENT / RE-APPOINTMENT AS INDEPENDENT DIRECTOR

The appointment / re-appointment as Non-Executive Independent Director shall be governed by the applicable provisions of the Companies Act, 2013 read with the rules applicable thereto, Articles of Association, Code for Independent Directors as per Schedule IV of the Companies Act 2013, relevant corporate codes, regulations, policies, Secretarial Standard – 2 (SS-2), Listing Regulations, Circulars/Directions/Notifications/Regulations issued by Reserve Bank of India from time to time. Anything not defined/ mentioned/ dealt with hereof shall be construed to have been adopted from the applicable law. Terms and conditions of the appointment / re-appointment shall be subject to change, revision, modification at the sole discretion of the Board of Directors. Please note that this is a contract of service and not a contract of employment.

1. Terms of Appointment / Re-appointment

The appointment / re-appointment is for a term of _____ consecutive years from the date of your appointment / re-appointment subject to approval of shareholders and subject to re-appointment as per the provisions of sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Listing Regulations, Secretarial Standard – 2 (SS-2) Circulars/Directions/Notifications/Regulations issued by Reserve Bank of India from time to time. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable law.

As an Independent Director you are not liable to retire by rotation.

2. Role, Duties, Responsibilities and Expectations

The primary role of the members of the Board is to provide guidance and to act in what they believe to be the best interests of the Company and its shareholders. The role, duties and responsibilities shall be in line with the applicable provisions and Schedule IV of the Companies Act, 2013 read with its Rules, Articles of Association, the Listing Regulations and Code of Conduct of the Company.

3. Committee Involvement

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. In the event you are serving or may be serving on one or more Board Committee(s), it will be ensured by the Company Secretary, that you are made aware of the committee's terms of reference and the responsibilities involved.

The Board may re-constitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to you. In such an event you may also serve on other Committees of the Board.

4. Timing and location of Board Meetings and time commitment

The Board normally meets at least once in every quarter or more, at the sole discretion of the Board of Directors. Meetings usually take place at the Company's corporate office in Mumbai. The duration of each meeting are typically runs from few hours to an entire day depending on the agenda of the meeting.

5. Board and Individual Director Evaluation Processes

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 on an annual basis. Your performance evaluation shall be done by the Board of Directors without your participation.

6. Disclosure of Interest

In compliance with the requirements of the Companies Act, 2013, you are required to make certain disclosures related to and/or which might affect your role as a Director. These include:

- Giving notice to the Board of any relevant or material personal interest or conflict in relation to the affairs or business of the Company;
- Promptly advising details of any interests, or changes thereto, in the Company's securities.

7. Shareholdings by Directors in the Company & Prohibition on Insider Trading

When transacting in the securities of the Company, Directors are expected to strictly observe the provisions of the Company's constitution, the Company's own internal rules, codes including 'Code of Conduct for Prevention of Insider Trading' and all relevant legislative and regulatory procedures including, in particular, Stock Exchange listing requirements. The Code of Conduct for Prevention of Insider Trading deals with securities trading provisions.

In case of any clarification, please feel free to get in touch with the Company Secretary.

8. Code of Business Conduct

You will follow CFL's 'Code of Ethics and Business Conduct for Directors and Senior Management' and provide annual affirmation of the same.

9. Access to Independent Professional Advice

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the cost of expenditure with the approval of Chairman.

10. Availability of Liability Insurance (Directors and Officers Insurance)

The Directors would be covered/indemnified as per the Policy of the Company.

11. Remuneration

You will be paid sitting fees for attending the Board and Committee meetings.

You may be paid commission as per the applicable provisions of the Companies Act, 2013 read with its Rules.

In addition to the above, you will be entitled to reimbursement of all expenses for participation in Board and other Meetings.

12. Confidentiality

All information acquired during your appointment / re-appointment is confidential to the Company and should not be disclosed either during your appointment / re-appointment or after determination of your re - appointment (by whatever means) to third parties except as permitted by law.

13. Governing Law

This Contract 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.
