

Date: 28th September, 2017

Dr. Ramesh Chandra Vaish
(DIN: 01068196)
169, Golf Links,
New Delhi-110057

Respected Sir,

Sub: Your re-appointment as an Independent Director

We are pleased to inform you that at the 34th Annual General Meeting of the **Omax Autos Limited** ("the Company") held on 25th September, 2017, the shareholders of the Company have, vide a Special Resolution, approved your re-appointment as an Independent Director of the Company to hold office for five consecutive years w.e.f. from 1st October, 2017.

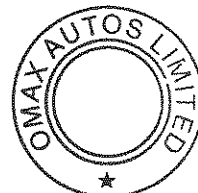
This letter sets out the terms of your re-appointment as an Independent Director. The terms of your appointment, as set out in this letter, are subject to the applicable provisions of the Companies Act, 2013 ("the Act"), the listing agreements entered with Stock Exchanges ("Listing Agreement") and the Articles of Association of the Company ("AOA"). Please note that this is a contract of service & not contract for employment.

1. Appointment

- (i) Your appointment will be for a term of five years effective from 1st October, 2017, unless ceased or terminated earlier, subject to the provisions of this letter or applicable laws.
- (ii) As an Independent Director, you will not be liable to retire by rotation.

2. Committees

- (i) The Board, if it deems fit, may require you to be appointed as a member of one or more committee(s)/sub-committee(s) of the Board. Your appointment on such committee(s)/sub-committees will be subject to the provisions of the Act, Listing Agreement and any other applicable laws for the time being in force.
- (ii) The Board may reconstitute the composition of any/all committees, from time to time, and any such change shall be communicated to you. In such an event you may be required to serve on other committees of the Board.
- (iii) Currently, you are Chairman/member of following committees/sub-committees of the Board. Unless otherwise decided by the Board, you will continue to be the Chairman/member of these committees.



Page 1 of 6

Sl. No.	Name of the Committee(s)	Chairman/Membership
1.	Audit Committee	Chairman
2.	Nomination and Remuneration Committee	Chairman
3.	CSR Committee	Member

3. Familiarization program

The company will provide suitable training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

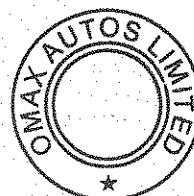
4. Role, function, duties and responsibilities

A. Your role and duties will be those normally required of a (Non-Executive) Independent Director under the Act and the Listing Agreement. You are required to adhere to the requirements with respect to your professional conduct, role, functions and duties as prescribed under Code for Independent Directors in Schedule IV of the Act. In addition, there are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are to be exercised by all directors. Accordingly you are required to abide by the followings:

- (i) You shall 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.
- (ii) You will be responsible for providing guidance in the area of your expertise in functioning and management of the Company.
- (iii) You shall be responsible for overseeing the ethical conduct of business and maintenance of high standards values of the Company.
- (iv) You shall discharge your duties with due and reasonable care, skill and diligence
- (v) You shall act in accordance with the requirements under the Act, the Listing Agreement, particularly under "Responsibilities of the Board" as outlined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and AOA.
- (vi) You shall not engage or involve yourself in any activity having, or which may have, any conflicting interest, direct or indirect, with the Company.
- (vii) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates while exercising your official duties assigned to you by the Company.

B. In addition to the above, your role as an (Non-Executive) Independent Director shall inter alia include:

- (i) constructively participation (and where necessary, challenging/opposing) in any business proposal, strategy or decision;

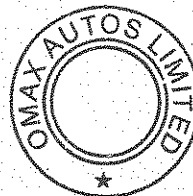


J. K.

- (ii) independent scrutinization of the performance of management in meeting goals and objectives of the Company;
 - (iii) satisfying yourself on the integrity of any financial information and procedure and ensuring financial controls and systems of risk management are commensurate with the business of the Company;
 - (iv) critical examination whether the processes for accurate reporting of financial performance and position is strictly adhered by the Company; and
 - (v) Governance and compliance with the applicable legislation and regulations under review and the conformity Company practices to accepted norms.
- C. You are expected to:
- (i) take decisions objectively and solely in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
 - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - (iv) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
 - (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- D. As an Independent Director, along with other independent directors, you are required to adhere to the following provisions of Schedule IV of the Act:
- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
 - (2) All the independent directors of the company shall strive to be present at such meeting;
 - (3) The meeting shall (a) review the performance of non-independent directors and the Board as a whole; (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors; and (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

5. Time Commitment

Considering the nature of the role of a Director, it is difficult for a Company to lay down specific parameters on time commitment. You agree to devote such time as is prudent and necessary for the proper performance of your role, duties and responsibilities as an Independent Director.



[Handwritten signature]

6. Insurance

The Company has taken a Directors' and officers' liability insurance policy and currently such policy is in force. You being a director on the Board of the Company is covered under such policy. A copy of the policy document will be supplied on request.

7. Code of Conduct

As an Independent Director of the Company, you agree to comply with the Code of Conduct of the Company applicable to Board members and Code for Independent Director as per Schedule IV of the Act. A copy of the Code of Conduct of the Company along with the Code for Independent Director as per Schedule IV of the Act is attached for your reference as **Annexure -1**. Notwithstanding the adherence to the Code of Conduct, you must also observe the followings:

- You will always act in the interest of the Company and ensure that any of your other business or personal association, does not create any conflict of interest with the operations of the Company and his/her role therein.
- You will make endeavor to safeguard the confidentiality of all information received by you by virtue of your position as independent director of the Company.
- Unless specifically authorized by the Company, you shall not disclose Company's business information to the general public, particularly to the media, employees, shareholders, agents, franchises, dealers, distributors, exporters, importers etc. Your obligation of confidentiality shall survive termination or cessation of your Directorship with the Company.
- You would also abide by both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Code of Conduct on prevention of insider trading policy of the Company, prohibiting disclosure or use of unpublished price sensitive information.
- You shall not participate in any business activity which might impede the application of your independent judgment, in best interest of the Company.

8. Remuneration

- (i) This letter does not constitute a contract of employment and you are not an employee of the Company.
- (ii) As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the committees of which you are a member as may be determined by the Board from time to time.
- (iii) You will be entitled to reimbursement of expenses on actual basis incurred by you in connection with attending the Board meetings, Board Committee meetings, General meetings and in relation to the business of the Company.
- (iv) Pursuant to applicable law, you will not be entitled to any stock options in the Company.
- (v) The payment of remuneration shall be subject to applicable tax deduction at source.



She

9. Performance Appraisal / Evaluation process

As a member of the Board, your performance as well as the performance of the entire Board and its committees shall be evaluated 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 and disclosed in the Company's Annual report.

10. Disclosure

During the term, you agree to promptly notify the Company of any change in your Directorship, and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company secretary. Please confirm that as on date of this letter, you have no such conflict of interest with your existing Directorships.

During your term, you agree to promptly provide a declaration under Section 149(7) of the 2013 act, upon any change in circumstances which may affect your status as an Independent Director.

11. Change of personal details

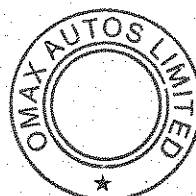
During the term, you shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

12. Termination

Your Directorship on the Board of the Company shall terminate or cease in accordance with the provisions of the Act. Apart from the grounds of termination as specified in the Act, your Directorship may also be terminated for violation of Code of Conduct of the Company as applicable to Non- Executive Directors.

You may resign from the Directorship of the Company by giving a notice in writing to the Company. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If at any stage during the term, there is any change that may affect your status as an Independent Director as envisaged in Section 149(6) of the Act or you fail to meet the criteria for "Independence" under provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, you agree to promptly put your resignation to the Company with effect from the date of such change.



Handwritten initials or signature.

13. Co-operation

In the event of any claim or litigation against the Company, based upon any alleged conduct, act or omission on your part during your term/tenure, you agree to render all reasonable assistance and cooperation to the Company and provide such information and documents as are necessary and reasonable, requested by the Company or its counsel.


14. Acceptance of Appointment

We are very much confident that the Board and the Company will continue to benefit immensely from your experience and expertise and we feel proud to have you on the Board of the Company.

You are requested to please confirm your acceptance by signing and returning the enclosed duplicate copy of this letter.

We thank you for your continued support and commitment to the Company

Yours Sincerely,
For Omax Autos Limited



Jatender Kumar Mehta
(Chairman cum Managing Director)
DIN: 00028207



Encl.:

1. Copy of Code of Conduct of the Company
2. Code for Independent Directors as set out in Schedule IV of the Act



OMAX AUTOS LIMITED

CODE OF CONDUCT

FOR

BOARD MEMBERS AND SENIOR MANAGEMENT

1. INTRODUCTION

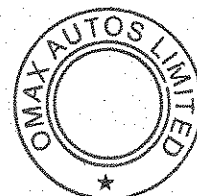
- 1.1 This Code of Conduct ("this Code") shall be called "The Code of Conduct for BOARD MEMBERS AND SENIOR MANAGEMENT" of OMAX AUTOS LIMITED (OAL) hereinafter referred to as "the Company".
- 1.2 This code is in alignment with Company's Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.
- 1.3 It shall come into force with effect from the 1st day of January, 2016.

2. DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 2.1 The term "Board / Board of Directors" shall mean the Board of Directors of the Company.
- 2.2 The term "BOARD MEMBERS" shall mean the Members on the Board of Directors of the Company.
- 2.3 The term "SENIOR MANAGEMENT" shall mean employees of the level of Assistant General Manager (AGM) of the Company and above.
- 2.4 The term "Relative" shall mean 'relative' as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014. (Refer Appendix-I)
- 2.5 The term "Conflict of Interest" means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.
- 2.6 The Term "Public Spokesperson" shall mean the Head of Finance Department of the Company.

In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.



[Handwritten signature]

3. APPLICABILITY

This Code shall be applicable to the following persons:

- a) Board Members, and
- b) Senior Management.

4. KEY REQUIREMENTS

Board Members and Senior Management shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

- i) Shall act with utmost care, skill, diligence and integrity.
- ii) Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
- iii) Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.
- iv) Shall make disclosures to the Board relating to all material financial and commercial transactions, if any, where they have personal interest, that may have a potential conflict with the interest of the company at large.

For this purpose, the term "material financial / commercial transaction" would mean a transaction of Rs.25,000/- per individual per transaction during a financial year and a transaction of Rs.2,50,000/- aggregate per individual in a financial year.

- v) Shall not, in his official capacity, enter into business with (a) a relative or (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more paid-up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Board unless otherwise permitted by law.
- vi) Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.
- vii) Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members and Senior Management/ Company.

- viii) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
- ix) Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.
- x) Shall not seek or accept, directly or indirectly any gift from anyone having business dealings with the Company.
- xi) Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.

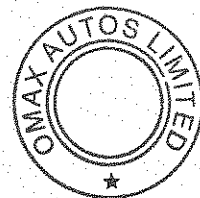
Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member and Senior Management, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.

- xii) Shall not commit any offence involving moral turpitude.

5. DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;



- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

6. COMPLIANCE OF LAW

The Board Members and Senior Management shall comply with all laws, rules and regulations relating to the business of the Company.

7. PREVENTION OF INSIDER TRADING

The Board Members And Senior Management categorized as 'designated persons' shall comply with the Code of Internal Procedures and conduct for prevention of Insider Trading in dealing with securities of the Company.

8. CORPORATE DISCLOSURE PRACTICES

The Code of Corporate Disclosure Practices regulates disclosure of "Unpublished Price Sensitive Information". The Public Spokesperson is responsible for overseeing and coordinating disclosure of "Unpublished Price Sensitive Information" to stock exchanges, analysts, shareholders and media including drafting of the press release or the text of the information to be posted on the Company's web-site/released to the press with the approval of the Head of Finance Department. No person except the Public Spokesperson or those authorized by the Public Spokesperson, shall disclose any information relating to the Company's Securities to analysts/research persons and institutional investors. The Board Members and Senior Management shall comply with the Code of Corporate Disclosure Practices.

9. RELATED PARTY DISCLOSURES

The Board Members and Senior Management shall make disclosure of related party transactions to the Board of Directors in the format provided under Accounting

Standard 18 (AS-18) (Appendix II) issued by the Institute of Chartered Accountants of India (ICAI) and/or any modification or re-codification thereof.

10. CONFIDENTIALITY OF INFORMATION

Subject to the Code of Corporate Disclosure Practices as may be prevalent in the Company from time to time any information concerning the Company's business, its customers, suppliers, etc. to which the Board Members and Senior Management have access or which are in their possession, must be considered confidential and held in confidence. No Board Member and Senior Management shall provide any information either formally or informally, to the press or any other media, unless specifically authorized. Provided that Board Members and Senior Management shall in consultation/under intimation to the Public Spokesperson of the Company be free to disclose such information which is:

- (a) part of the public domain at the time of disclosure;
or
- (b) authorised or required to be disclosed pursuant to a decision of the Board or any of its Sub-Committees;
or
- (c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions.

11. PROTECTION OF ASSETS

The Board Members and Senior Management shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

12. AMENDMENTS TO THE CODE

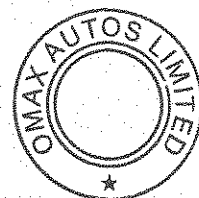
The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

13. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Code and any amendment thereto shall be hosted on the website of the Company.

14. ANNUAL COMPLIANCE REPORTING

14.1 In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all members of the board of directors and senior management personnel shall affirm compliance with the code of



42

conduct of board of directors and senior management on an annual basis. A Performa of Annual Compliance Report is at Appendix-III. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director/ Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to Company Secretary affirming compliance of the Code till the date of his association with OAL.

14.2 The Chief Executive Officer and the Chief Financial Officer shall provide the compliance certificate to the board of directors as specified in Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. ENFORCEMENT OF CODE OF CONDUCT

Each Board Member and Senior Management shall be accountable for fully complying with this Code.

16. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members and Senior Management shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form as at Appendix-IV and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this code.

OMAX AUTOS LIMITED

CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT

EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013

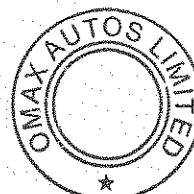
“relative”, with reference to any person, means any one who is related to another, if—

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed (Refer Schedule I);

SCHEDULE I

LIST OF RELATIVES

- (1) Father, including step-father;
- (2) Mother, including step-mother;
- (3) Son, including step-son;
- (4) Son's wife;
- (5) Daughter;
- (6) Daughter's husband;
- (7) Brother, including step-brother; and
- (8) Sister, including step-sister.



OMAX AUTOS LIMITED

CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT

The Board Members and Senior Management shall disclose the following, in respect of all transactions with related parties, as covered in AS-18 issued by ICAI:

PARTICULARS	DETAILS
The name of the related party.	
The relationship between the parties.	
The nature of transactions;	
The date of the transaction.	
The value of the transaction.	

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

Note: The following are illustrative and not exhaustive list of examples of the related party transactions in respect of which disclosures should be made by Board Members and Senior Management:

- purchases or sales of goods (finished or unfinished) ;
- purchases or sales of fixed assets ;
- rendering or receiving of services ;
- agency arrangements;
- leasing or hire purchase arrangements ;
- transfer of research and development ;
- licence agreements;
- finance (including loans and equity contributions in cash or in kind) ;
- guarantees and collaterals ; and
- management contracts including for deputation of employees.



9/1

OMAX AUTOS LIMITED
CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT
ANNUAL COMPLIANCE REPORT

I, _____, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended on 31st March, _____.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____



[Handwritten signature]

OMAX AUTOS LIMITED

CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT

ACKNOWLEDGEMENT FORM

I, _____, have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this code.

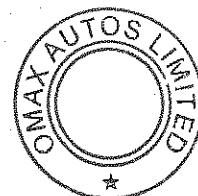
Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____



[Handwritten signature]

SCHEDULE IV

[See section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.



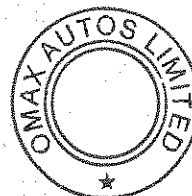
III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.



- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

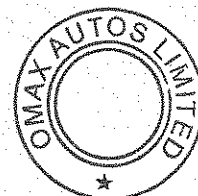
The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;



QAS

- (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

