



INFONATIVE SOLUTIONS LIMITED
(FORMERLY INFONATIVE SOLUTIONS PRIVATE LIMITED)

TERMS AND CONDITIONS FOR
APPOINTMENT OF INDEPENDENT DIRECTORS

1. Appointment, Terms and Termination:

1. On the recommendation of the Nomination and Remuneration Committee, the Board shall appoint Independent Directors, which shall be further approved by the members of the Company.
2. An independent director can be appointed for a term up to five or three consecutive years and thereafter can be re-appointed for another term of up to five or three consecutive years only after passing of a special resolution in general meeting. The Board of Directors of the Company subject to the approval of shareholders of the Company shall decide the term in compliance with this provision.
3. Independent Directors shall not be liable to retire by rotation.
4. Appointment is subject to termination in accordance with the provisions of the Articles of Association of the Company, the Companies Act 2013, the rules thereunder and Code of Conduct and Ethics of the Company and other applicable laws. Upon termination or resignation for any reason, Independent Director will not be entitled to any damages for loss of office.
5. The Independent Director's relationship with the Company will be that of an officeholder and it is not a contract of employment with the Company.
6. The Board of Directors may appoint Independent Directors as Member/Chairperson of one or more of its Committees

2. Role, Responsibilities and Duties: The aforesaid Independent Directors (INDs) shall:

1. discharge all functions and duties as prescribed for an Independent Director under Schedule IV of the Companies Act, 2013 and, Rules framed thereunder, Listing Regulations and other laws and regulations.
2. provide his/her expertise and experience in the functioning of the Board and the Committees of the Board with the terms of reference approved by the Board.
3. strive to attend all meetings of the Board of Directors and of the Board Committees of which he/she is a member and also the general meetings of the Company and hold at least one meeting in a year without the attendance of Non-Independent Directors and members of management.
4. maintain independent status and make requisite disclosures as prescribed under the applicable laws. INDs to also maintain confidentiality of information pertaining to the business and affairs of the Company.
5. should not have any direct or indirect interest that conflicts with the interest of the Company, shall not achieve any undue gain or advantage from the Company either to himself/herself or to his/her relatives, partners or associates.

3. Code of Conduct:

INDs shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company, 'Code for Independent Directors' as outlined in Schedule IV of the Companies Act, 2013 and such other policies and code of the Company as may be applicable to the Directors of the Company.

4. Committees:

You have been appointed on the following Committees of the Board (As applicable to the respective Director):

- (i) Audit Committee
- (ii) Shareholder/Investor Grievance Committee
- (iii) Nomination and Remuneration Committee

5. Performance Evaluation:

Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

6. Disclosures:

Independent Directors shall make all statutory disclosures/ confirmations, as required under the Companies Act, 2013, Rules thereunder, Listing Regulations and other applicable laws and regulations, to the Company and to various statutory and regulatory authorities.

7. Training of Independent Directors :

You will be entitled to the benefit of a training program to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

8. Governing Law and Jurisdiction:

The appointment of Independent Directors shall be governed by and construed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the Courts of India.