

To,
Independent Director [Name of Director]

Sub:- Terms and conditions of appointment as Independent Director of Northern Arc Capital Limited under the provisions of the Companies Act, 2013

Terms and Conditions of the appointment shall be as follows:

Appointment:

Your appointment as Independent Director is for a period of _____ consecutive years up to _____ This tenure is subject to your meeting of the eligibility criteria for Independent Director and not being disqualified to be a Director under the applicable regulations. Your appointment shall be governed by the provisions of the Companies Act, 2013 and rules made thereunder, and other statutory provisions as may be applicable from time to time.

The Term Independent Director should be construed as defined under the Companies Act, 2013.

Role on the Board

You are expected to provide your expertise and experience in the overall functioning of the Board and its committees in which you may be nominated. Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. You will follow “the Code for Independent Director” as per the Schedule IV of the Companies Act, 2013.

You are required to make a disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013.

Apart from the above, the other duties which are fiduciary in nature and are as under:

- i. To act in accordance with the Company’s Articles of Association.
- ii. To act in good faith in order to promote the objects of the company in the benefits of its members as a whole and in the best interest of the Company, its employees and its shareholders.
- iii. To discharge your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. To not involve yourself in a situation in which you may have a direct or indirect interest that conflict or possibly may conflict, with the interest of the Company.
- v. To not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- vi. To not assign your office as Director and any assignment so made shall be void.
- vii. To advise and counsel management and monitor and manage potential conflict of interest of management.

Also following is the list of things one should refrain from doing while functioning as Independent Director of the Company:

- i. To not allow any extraneous considerations that will vitiate your 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;
- ii. To not abuse your 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;
- iii. To refrain from any action that would lead to loss of your independence;
- iv. To 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.

Committees

The Board of Directors may, invite you for being appointed on one or more existing Board Committees or any such committees that may be set up in future. Your appointment on such committees shall be subject to the applicable regulations. You will be provided with the approved terms of reference of the respective committees which sets out its functions.

Independence

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

Independent Directors' Meeting

As per the provisions of the Companies Act, 2013 and Rules made thereunder all Independent Directors shall have a 'Independent Directors Only' meeting at least once in a year to review the performance of the executive members of the Board including the chairperson of the Company.

Remuneration

The remuneration payable to you shall be governed by the relevant provisions of the Articles of Association of the Company and the Companies Act, 2013 and Rules made there under. You will be

paid remuneration by way of sitting fees for meetings of the Board and its committee/ sub-committees as may be decided by the Board of Directors of the Company.

In addition, you will also be entitled to reimbursement of all expenses for participation in the Board and other meetings

The sitting fees, presently paid to the Non-Executive Independent Director is INR 1,00,000 (Rupees One Lakh only) for attending each meeting of the Board and ` INR 50,000 (Rupees Fifty Thousand only) for attending each meeting of the committees / sub-committees constituted by the Board.

Code of Conduct

All Non-Executive Independent Directors are governed by the Code of Conduct as adopted by Northern Arc Capital Limited and approved by the Board of Directors of the Company.

Directors & Officer (D&O) Insurance Policy (the Policy)

The Directors are covered under the Policy from risks arising from stakeholder claims against them.

Evaluation Process:

The provisions contained in the Companies Act, 2013 will apply as regards performance evaluation.

The performance of independent directors shall be evaluated by the entire Board of Directors. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of your appointment as an Independent Director.

You will participate in reviewing the performance of the other independent and non-independent directors and the Board as a whole and also review the performance of the Chairperson of the Company, taking into account the views of the executive and non-executive directors of the Company.

Termination

You may resign from your position at any time and should you wish to do so, you are requested to serve a provide a written notice to the Board.

General

All the terms and conditions as mentioned above shall be governed by the Companies Act, 2013, Rules made there under and other statutory provisions as may be applicable from time to time.

This letter and any other contractual obligation arising out of or in connection with the Letter are governed by and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.

We look forward to your association with the Company and your contribution to the Board/Board Committees deliberations for the Company's benefit and betterment in the years to come.

Yours sincerely,
For Northern Arc Capital Limited

Sd/
Dr. Kshama Fernandes
Managing Director