



TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The following are the terms and conditions for the appointment of Independent Directors in compliance with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"):

- The Independent Directors shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act read with section 149(8) of the Act;
- The Company has various Sub-Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and may constitute certain other Committees in future. The Board of Directors may appoint the Independent Directors as Chairman/ Member of one or more of the Committees.
- The Independent Directors of the Company shall periodically hold exclusive Meeting(s) without the attendance of non-Independent Directors and Members of the Management. They shall strive to be present at such Meeting(s);
- The Parent Company viz. Mahindra & Mahindra Ltd. has taken a Group level Directors & Officers Liability Policy and all Directors of the Company including Independent Directors are beneficiaries of the Policy;

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- The Members of the Company at their 6th Annual General Meeting held on July 28, 2016, had approved the payment of commission to Independent Directors of the Company up to Rs. 5 lakhs per annum to each of the Independent Directors of the Company during the currency of his tenure as the Independent Director and that the aggregate of such commission to independent directors in any financial year shall be payable on the net profit of the Company computed in accordance with Section 198 of the Companies Act, 2013 and it shall be further subject to the overall ceiling of 3% of the said net profit as total commission to non-executive directors. Such commission will be distributed amongst and paid to the Independent Directors in such proportions as may be decided by the Board of Directors from time to time.
- The remuneration of the Independent Directors shall be determined by the Board of Directors based on their performance evaluation done by the entire Board of Directors which will, inter alia, include their participation in the Board and Committee Meetings during the year and other responsibilities undertaken and contributions to the deliberations of the Board and to the Company;
- The Independent Directors shall be entitled to sitting fees and also be eligible for to and fro air fare, accommodation, boarding, conveyance and other incidentals for attending the Board and Committee Meetings and for discharging their duties as Independent Directors of the Company;
- The Independent Directors are expected not to 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;
- The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act.