



**Nirlon Limited**

**TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

1. Independent Directors shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Companies Act, 2013 ( **the Act**) read with section 149(8) of the Act.
2. Independent Directors shall also comply with the Company's Code of Conduct for Directors.
3. The Company has various Sub-Committees of the Board viz.,
  - a. Audit Committee,
  - b. Nomination and Remuneration Committee,
  - c. Stakeholders Relationship Committee,
  - d. Corporate Social Responsibility Committee,
  - e. Risk Management Committee; and
  - f. Independent Directors' Committee.

The Board of Directors may appoint Independent Directors as Chairman/Member of one or more of the Committees of the Board.

4. Independent Directors shall periodically hold exclusive meetings without the attendance of non- Independent Directors and Members of the Management. They shall strive to be present at such meetings.
5. The Company has taken Directors & Officers Liability Policy and all Directors of the Company including Independent Directors are beneficiaries of the Policy.
6. Independent Directors shall be entitled to sitting fees and also be eligible for to and fro air fare, accommodation, boarding, conveyance and reimbursement of other incidental for attending the Board and Committee meetings and for discharging their duties as an Independent Director of the Company.
7. 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disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless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.

- 8.** The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act.