

Terms & Conditions of Appointment of Independent Director

Appointment

As per Section 149(10) Independent Director's appointment is for a consecutive period of five years. This tenure is subject to fulfilling criteria for eligibility being an Independent Director and not being disqualified to be a Director under the applicable regulation of Companies Act and any other regulation and Act.

Independent Director will be eligible for re-appointment for another term upto 5 years, subject to fulfilling the criteria for eligibility being an Independent Director, not being disqualified to be a director and keeping in view the retirement policy for non-executive directors. Further, the re-appointment shall be on the basis of report of performance evaluation of Board of Directors. The reappointment would require Special resolution of shareholders and any other necessary approvals.

Role on the Board

Independent Director is expected to provide expertise and experience inter alia in the field of management, science, research and corporate governance, in the functioning of the Board and the Committees of the Board may be nominated. In addition to routine board meetings, Independent Director should allow time for committee meetings, preparatory work and travel, and ensure that Independent Director are in a position to make necessary overall time commitment.

Independent Director may be nominated on one or more committees of the Board and in such event he/ she will be provided with the relevant Committee's terms of reference and specific responsibilities.

Duties and Liabilities

The duties and liabilities that come with appointment of Independent Director would be as per the applicable laws, PAL Credit & Capital Limited policies and the Articles of Association of the Company.

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and the Listing Agreement with the Stock Exchange, some of which are specifically outlined below.

Independent Director should follow “The Code for Independent Director” as per Schedule IV of the Companies Act, 2013, Code of Conduct.

Revised clause 49 of the Listing Agreement dealing with corporate governance framework would be applicable with effect from 1st October, 2014.

Independent Director is required to make disclosure of their interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or arrangement in which he/she is interested is discussed.

In case Independent Director so desire, Company would provide support to help them to familiarise with the relevant duties and obligations.

Technology

Independent Director may give their consent by advance notification to the Chairman or Company Secretary to participate in any meeting(s) of the board or committee of directors, when necessary through video conferencing or other audio visual means, except for matters not to be dealt under the Companies Act, 2013. When necessary, Independent Director can also participate through telephone, electronic mail or any other technology which permits them to communicate with every other Director, though such participation would not be reckoned as attending the meeting under the Companies act, 2013.

Independence

The Board of Directors of the Company inter alia has given due consideration to Independent Director’s declaration of being qualified as ‘independent’ in accordance with provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchange. Independent Director is expected to continue to be qualified as ‘independent’ during their tenure and provide periodic declaration to the effect as required by regulations. Independent Director will be identified as ‘Independent Director’ in the annual report and other documents and publications of the Company. If circumstances change and Independent Director believe it may not be possible for him/her to retain their independence, Independent Director should discuss this with the chairman as soon as practicable.

Evaluation Processes

Independent Director Performance evaluation shall be done by the Board of Directors annually, without Independent Director's participation. Independent Director will participate in reviewing the performance of non-independent directors and the Board as a whole, performance of the Chairperson and other independent directors.

Code of Business conduct

Independent Director will follow the Premier India Code of Business conduct and furnish an annual affirmation of the same.

Independent Director should apply the highest standards of confidentiality and not disclose to any person or company (Whether during the course of the tenure as Independent director or at any time after cessation), any confidential information concerning the Company and any Group Companies with which they come into contact by virtue of their position as a Director, except as permitted by law or with prior clearance from the chairman or company Secretary.

Prohibition on Insider Trading

Independent Director should follow the Premier India policy on Insider Information and the requirements under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. Independent Director should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or company secretary.

Availability of Directors and officers Liability Insurance

The Directors would be covered /indemnified as per the policy of the Company.

Remuneration

Independent Director will be entitled to remuneration in accordance with the criteria, as approved by the Board of Directors on the recommendation by the Nomination and Remuneration Committee, within the overall limits approved by the shareholders and the applicable legal provisions. Independent Director

will also be entitled to fee for attending the meetings of the Board or committee thereof either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In addition to the above, Independent Director will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

General

All the terms as mentioned above including Independent Director's appointment, remuneration, professional conduct, role and functions, duties and evaluations shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the Listing Agreement as amended from time to time.

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with the laws of India and subject to all exclusive jurisdictions of the Courts of India.