

**TERMS AND CONDITIONS OF APPOINTMENT OF
INDEPENDENT DIRECTORS**





The main terms and conditions of Appointment of Independent Director on the Board of NCC Limited as indicated hereunder, is being issued in compliance with the provisions of the Companies Act, 2013 (the Act) read with the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (LODR Regulations) as amended.

1. The above appointment is subject to the approval of Members of the Company, the provisions of the Act and the LODR Regulations, as amended from time to time.
2. In accordance with the provisions of the Act and other applicable laws, you will serve as an Independent Director on the Board of the Company for a period of XX years w.e.f XX-XX-XXX.
3. As an Independent Director you have the same general legal responsibilities to the Company as any other Independent Director. The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.
4. As an Independent Director, you shall
 - a. uphold ethical standards of integrity and probity;
 - b. act objectively and constructively while exercising your duties;
 - c. exercise your responsibilities in a bona fide manner in the interest of the Company;
 - d. devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
 - e. refrain from any action that could lead to a loss of your independence; and
 - f. ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly,
5. The Board
 - Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - Sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
 - Sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met.
6. You will be expected to perform your duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with the role and your knowledge, skills and experience.
7. During your tenure as an Independent Director, you may be requested to serve on one or more Committee of the Board.
8. It is expected that you will not serve on the Board(s) of competing companies. Apart from applicable laws and good corporate governance practices, there are no other restrictions.
9. As required by law, you will be attending the separate meeting(s) of Independent Directors to be held in a financial year.
10. You are required to abide by the guidelines as to professional conduct for Independent Directors as set out in Section 149(8) read with Schedule IV of the Act.





11. You will be invited to attend ongoing training and familiarization sessions for Directors.
12. The Board Members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.
13. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, business environment, business strategy and risk involved.
14. All the Directors of the Company are covered under the Directors' and Officers' Insurance Policy and the Company undertakes to maintain such cover for the full term of the appointment.
15. During the term of appointment as an Independent Director you are expected to strictly adhere to the Company's 'Code of Conduct for Board Members and Senior Management' and 'Code of Conduct to regulate, monitor and report trading by Designated persons and their immediate Relatives'.
16. As provided under the Act, read with the provisions of the Articles of Association, the Company will pay Sitting Fee for the Board & Committee Meetings attended by the Non-Executive Directors as determined from time to time by the Board / Shareholders of the Company and also reimburse the expenses incurred for attending the meetings.
17. Subject to requisite approvals, including that of the Board of Directors of the Company, Members of the Company and compliance of the provisions of the Act and the Rules framed thereunder and other applicable Rules and Regulations as amended from time to time the Independent Directors may be paid Commission on the profits earned by the Company.
18. In compliance with the provisions of the Act and the LODR Regulations, the letter of appointment will be open for inspection by any member and the Company will also post the terms and conditions of the appointment of Independent Directors on the Company's website www.ncclimited.com.
19. The Appointment and the terms are governed by the laws of India.

