

Terms and Conditions of Appointment of Independent Directors

At the Annual General Meeting (AGM) of the Company held on 1st September 2014, the shareholders approved the appointment of the following as Independent Directors of the Company:

- i. Dr. Narottam Puri
- ii. Mr. Hemant kaul

The terms of appointment of Independent Directors are subject to the extant provisions of the (i) applicable laws, including the Companies Act, 2013 ('Act') and the Insurance Act, 1938 read with the IRDA's Guidelines on 'Corporate Governance for Insurance Sector' dated 5th August 2009 (as amended from time to time) and (ii) Articles of Association of the Company.

The broad terms and conditions of appointment of Independent Directors of the Company are reproduced hereunder:

A. Duration of Appointment

Appointment of Independent Directors of the Company is for a term of 5 years, unless terminated earlier or extended, as per the provisions of this letter or applicable laws. Re-appointment at the end of the term shall be subject to the approval of the Board and the shareholders.

Independent Director will not be liable to retire by rotation.

B. Committees

Independent Director may be requested to serve on one or more of the committees of the Board.

C. Roles & Duties

Independent Director of the company shall advise the Company as mentioned in Section 166 of the Act.

D. Insurance

The Company provides all its Directors with, and pays the premiums for, Directors and Officers insurance cover while acting in their capacities as Directors.

E. Code of Conduct

Independent Directors will be abide by:

- i. The 'Code of Conduct and Ethics for Board Members and Senior Management' forming part of Code of Conduct of the Company in accordance with the Act and IRDA's Guidelines on 'Corporate Governance for Insurance Sector' dated 5th August 2009.
- ii. The 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act.



iii. The duties and responsibilities of directors as provided in the Act (including Section 166) and in the Insurance Act, 1938 read with the IRDA's Guidelines on 'Corporate Governance for Insurance Sector' dated 5th August 2009.

F. Remuneration

Independent Directors will be entitled to remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and the Company will reimburse air fare & other associated travel expenses to attend the meetings.

The Company will also reimburse all reasonable out of pocket expenses incurred by independent Directors while carrying out their duties in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

G. Performance Evaluation

As required by the Act, performance of Independent Director will be evaluated within the Board of Directors on an annual basis.

H. Disclosures, other directorships and business interests

Independent Directors shall promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They shall disclose the Company Secretary, upon becoming aware of any potential conflict of interest with their position as an Independent Director of the Company.

Further, Independent Directors shall provide a declaration under Section 149(7) of the Act, upon any changes in circumstances which may affect their status as an Independent Director.

I. Termination

Directorship of Independent Directors on the Board of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in the Act, directorship may be terminated for violation of any provision of the Company's 'Code of Conduct and Ethics for Board Members and Senior Management'.

Independent Directors may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by in the notice, whichever is later.

If at any stage during the term, there is a change that may affect status as an Independent Director as envisaged Section 149(6) of the Act, Independent Directors shall submit resignation to the Company with effect from the date of such change.