

ROSSELL INDIA LIMITED

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY

NATURE AND PERIOD OF APPOINTMENT

1. The relationship of the Independent Director with the Company will be that of an Office Holder and not that of an employment in the Company.
2. The appointment of all the Independent Directors is for a term of 5 (five) consecutive years w.e.f. August 06, 2014 and he will continue to hold office till the conclusion of the Annual General Meeting of the Company to be held in the year 2019, unless determined otherwise in accordance with the retirement policy of the Company or by any applicable statutes, rules and regulations or guidelines.
3. As Independent Director will not be liable to retire by rotation.
4. An Independent Director may be required to serve on one or more Committees of the Board of Directors (the Board) as may be decided by the Board from time to time. Presently there are 5 (five) Committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

ROLE, DUTIES AND RESPONSIBILITIES

5. The fiduciary duties that come with such appointment along with the accompanying liability would be as per the applicable Laws, Articles of Association of the Company and the Code of Conduct framed by the Company for its Directors and Senior Management Personnel.
6. As regards the professional conduct, role and function, as well as duties, an Independent Director will be governed by the Code for Independent Director as specified in Schedule IV framed under Section 149(7) of the Act and abide by the provisions thereof.
7. An Independent Director will devote sufficient time and attention as may be necessary for the proper performance of your role, duties and responsibilities as the holder of such office.

INSURANCE

8. An Independent Director will be entitled to coverage under Directors' and Officers' (D&O) liability insurance as per the Company's Rules.

GENERAL

9. While observing ethical standards of integrity and probity, an Independent Director will comply with the Code of Conduct for Directors and Senior Management Personnel of the Company and shall affirm the same to the Company as and when required.

10. In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 and as per "Code of Internal Procedure and Conduct for Rossell India Limited", an Independent Director will not indulge himself in any kind of insider trading and disclose or use any unpublished price sensitive information, which he may come across while acting as an Independent Director of the Company. Kind attention of the concerned person is also being drawn to Section 195 of the Act, which prohibits any Director of the Company to enter into Insider Trading of Securities.
11. An Independent Director shall refrain from any action that will lead to loss of his independence. Should the circumstances arise, which make him lose his independence; he would be expected to immediately inform the Board accordingly. Similarly, if there is any change in the circumstances, which may affect his status as an Independent Director as per criteria specified in Section 149(6) of the Act, he will promptly provide a declaration under 149(7) of the Act.
12. While acting as an Independent Director of the Company, he will not indulge himself in any Act that is in violation of any applicable law, breach of the Code of Conduct of the Company or in conflict with the interest of the Company.
13. An Independent Director will disclose his interest in any of the contract or arrangement entered or to be entered into by the Company, in which he may be interested in any manner either directly or indirectly. In any case, he will give a General Notice of Interest as well as Notice for any change therein from time to time in the manner required by the Act.

REMUNERATION

14. An Independent Director will be entitled to sitting fees for attending meetings of the Board and Committees thereof where he is a Member. Presently the sitting fees, as determined by the Board, are Rs. 10,000 for attending each meeting of the Board and Rs.5,000 for attending each meeting of the Committee of the Board.
15. An Independent Director will also be entitled to reimbursement of actual travel and hotel expenses for participation in the meetings as aforesaid in terms of the Articles of Association of the Company.
16. An Independent Director will also be entitled to reimbursement of such reasonable expenditure as may be incurred by him while performing his role as an Independent Director of the Company, subject to prior approval of the Board.
17. In terms of Section 197(1) of the Act with the prior approval of the Members of the Company in the General Meeting, an Independent Director will also be entitled to remuneration by way of profit related commission within the overall limit of 1% of the net profit of the Company as computed under Section 198 of the Act. Within this overall limit of 1%, the Board may decide the distribution amongst all the Non-Executive Directors as well as the amount of commission payable to an Independent Director in terms of the Articles of Association of the Company.