Appointment of Independent Director

I. Appointment of Independent Director:

The following were appointed as Independent Directors in the Annual General Meeting held on 23/09/2019 for a Second Term of 5 years.

1. Mr M Ganapathy
2. Dr S Muthu
   - in accordance with Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (LODR) Regulations 2015.

II. Terms and conditions of their appointment are given below:

1. Period of Appointment: 5 (Five) Years from 25.09.2019 to 24.09.2024, not subject to retirement by rotation.

2. Role and functions: The role and functions of Independent Directors in the Board shall comprise of the following:

   a. To help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
   b. To bring an objective view in the evaluation of the performance of board and management;
   c. To evaluate the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
   d. To satisfy himself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
   e. To safeguard the interests of all stakeholders, particularly the minority shareholders;
   f. To balance the conflicting interest of the stakeholders;
   g. To assist the Board in determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
   h. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

3. Independent Directors shall take sufficient care to perform duties specified in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 and Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (LODR) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

4. Independent Directors shall abide by the Code of Conduct as laid down by the Company or any amendment thereof and the Code of Business Ethics as may be formulated by the Board that the Company expects its directors and employees to follow.

5. Independent Directors shall follow the professional conduct as an Independent Director of the Company as indicated below:

   a. Uphold ethical standards of integrity and probity;
   b. Exercise his responsibility in a bona fide manner in the interest of the Company;
   c. Refrain from any action that would lead to loss of independence;
   d. Assist the company in implementing the best corporate governance practices.

6. Independent Directors shall be paid setting fees for participating in the Board/Committee meeting at rates as may be decided by the Board from time to time. In addition they will be entitled to reimbursement of expenses incurred in connection with attending the Board meetings, Board Committee Meetings, General meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

7. Independent Directors shall not be entitled to profit related commission or stock options or bonus.

8. Independent Directors shall give annual declaration as required under the provision of Section 149 (7) of the Companies Act, 2013 and the rules made thereunder.

9. Independent Directors shall not serve as an Independent Director in more than 7 listed Companies or such increased or decreased limit as may be specified in future under clause 49 of the listing agreement. However, if Independent Directors are serving as a whole time director in any listed company, they shall not serve as Independent Directors in more than three listed companies.

10. Independent Director shall not disclose the information acquired during his period of appointment as an Independent Director which are confidential to the Company and should not be disclosed either during his period of appointment or following termination (by whatever means) to third parties except as permitted by law and with prior approval of the Company.

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