

**TERMS AND CONDITIONS OF APPOINTMENT OF
INDEPENDENT DIRECTORS OF
ROX HI-TECH LIMITED**

(Approved by Board on its meeting held on July 25, 2023)

1. Appointment, Term and Termination

- The term of appointment - 5 (Five) consecutive years from their respective date of appointment.
- Independent Directors are not liable to retire by rotation.
- Termination of engagement shall be in accordance with the provisions of the Articles of Association of the Company, the Companies Act 2013, the rules thereunder and Code of Conduct.
- The Board of Directors may appoint Independent Directors as Member/ Chairman of one or more of its Committees, as it may deem fit from time to time.

2. Role and Responsibilities

- Independent Directors shall discharge all functions and duties as prescribed under various statutes, Rules, Regulations and Listing Regulations as amended from time to time entered by the Company with the Stock Exchanges.
- Independent Directors shall abide by the provisions of 'Code for Independent Directors' as outlined in Schedule IV of the Act.
- Independent Directors shall act in good faith in order to promote the objects of the Company for the benefits of its members and other stakeholders. They shall not have direct or indirect or potential conflict of interest with the interest of the Company. They shall exercise their duties with due care, skill and diligence with Independent judgment.
- The office of Independent Director is not assignable and such assignment shall be void.
- Independent Directors shall be responsible for providing guidance in the areas of their expertise.
- Independent Directors shall devote such time as is prudent and necessary for the performance of their role, duties and responsibilities.
- The performance of Independent Directors and that of the Board shall be evaluated annually.

3. Liabilities

Under the Companies Act, 2013, an Independent director shall be held liable, only in respect of such acts of omission or commission by the company which had occurred with his/ her knowledge attributable through Board processes, and with his/ her consent or connivance or where he /she has not acted diligently.

4. Remuneration and Expenses

- Independent Directors will be paid sitting fees for attending each meeting of the Board and its committees as may be determined by the Board from time to time.
- Independent Directors will be entitled to reimbursement of expenses incurred in connection with attending the Board meetings, Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

5. Disclosures

Independent Directors shall make all statutory disclosures/ confirmations to the Company and to various statutory and regulatory authorities, as required under the Companies Act, 2013, Rules thereunder, other applicable laws and regulations and listing regulations as amended from time to time entered by the Company with the Stock Exchanges.

6. Code of Conduct

Independent Directors shall abide by the Code of Conduct for Directors and senior management of the Company and code of conduct for prevention of insider trading of the Company.

7. Confidentiality

Independent Directors must not use the confidential information about the Company to gain advantage for themselves or others, or to the detriment of the Company. Unless specifically authorized by the Company or required under the law, Independent Directors shall not disclose information about the Company or its business to the public or the Company's stakeholders.