



## **TCC LIMITED, UDYOGAMANDAL**

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

#### **1. Appointment**

In accordance with Section 149 and other applicable provisions of the Companies Act, 2013, Independent Directors will serve on the Board for **5 years** or a lesser period as directed by the Government of Kerala.

Independent Directors are not liable to retire by rotation. The re-appointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors, the Government of Kerala and shareholders of the Company.

#### **2. Board Committees**

As advised by the Board of Directors, during the tenure of office, Independent Directors may be required to serve on one or more Board Committees or any such Committee that is set up in the future. The appointment on such Committee(s) will be subject to the applicable regulations.

#### **3. Remuneration**

Independent Directors shall be paid such remuneration by way of sitting fee, for attending the meetings of the Board, or otherwise, as fixed by the Board from time to time, subject to the approval of Govt. of Kerala.

#### **4. Reimbursement of Expenses**

In addition to the remuneration mentioned above, the Company will reimburse travel, hotel and other incidental expenses incurred by the Independent Director in the performance of his role and duties.

#### **5. Role, Duties and Responsibilities**

The role and duties of Independent Directors will be those normally required of a Non-Executive Independent Director under the Act. There are certain duties prescribed for all Directors, which are specified under Section 166 of the Companies Act, 2013.

Independent Directors are also required to discharge the duties, roles and functions as stated under Schedule IV to the Act, as in force and as may be amended from time to time. The Code is a guide to professional conduct for independent directors.

#### **6. Disclosure of Interest:**

During the Term, 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.



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### **7. Membership on other Boards**

It is expected that Independent Directors will not serve on the Board of competing companies. Apart from the applicable law and good governance practices, there are no additional limitations.

### **8. Performance Appraisal /Evaluation Process**

As a member of the Board, Independent Directors' performance shall be evaluated annually. The performance evaluation of the Independent Director shall be done by the entire Board of directors excluding the Director being evaluated. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board and the committees.

### **9. Conflict of Interest:**

It is accepted and acknowledged that Independent Directors may have business interests other than those of the Company. As a condition to appointment commencing, Independent Directors are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of the appointment.

### **10. Changes of personal details**

During the term, Independent Directors shall promptly intimate company and the registrar of companies in the prescribed manner, of any changes in address or other contact and personal details provided to the company.

### **11. Separate meetings:**

- 1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- 2) All the independent directors of the company shall strive to be present at such meeting;
- 3) The meeting shall:
  - a) Review the performance of non-independent directors and the Board as a whole;
  - b) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **12. Termination**

Independent Directors may resign from the position at any time, and if wish to do so, they are requested to serve a written notice stating the reason for resignation. The appointment may also be terminated in accordance with the provisions of the Companies Act, 2013 on certain specified occasions or as directed by the Govt. of Kerala.