

THOMAS SCOTT (INDIA) LIMITED

Terms & conditions of Appointment of Independent Directors

The terms and conditions of appointment of Independent Directors are enumerated below:

Appointment

The Appointment of Independent Directors (IDs) is subject to the extent of provisions of Companies Act, 2013 as amended from time to time. The appointment is also subject to the maximum permissible Directorships that hold as per provisions of the Companies Act, 2013 and the listing agreement.

The term of Independent Directors should be construed as defined under the Companies Act, 2013 and the Listing agreement.

An Independent Directors shall not be liable to retire by rotation.

Time Commitment

The Board meets at least Four times in a year. The Audit Committee also meets at least Four times in a year. Besides there are other Committee meetings like Nomination and Remuneration Committee and Stakeholders' Relationship Committee. IDs will be expected to attend Meeting of Board, Board Committees to which they may be appointed and shareholders meeting and to devote such time to their duties, as appropriate for IDs to discharge their duties effectively.

Professional Code of Conduct

Role and duties of IDs will be those normally required under the Companies Act, 2013 and the listing agreement.

IDs shall abide by "Code of conduct for Independent Directors provided in schedule IV of the Companies Act, 2013 as amended from time to time to the extent relevant and applicable to their role.

Status of Appointment

IDs will not be an employee of the Company and letter of appointment shall not constitute a contract of employment. ID will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time.

Conflict of Interest

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

In the event that their circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgments that they are independent, this should be disclosed to both the Chairman and the Secretary.

Code of Conduct

IDs are required to comply with the Company's Code of conduct applicable to the Directors and members of senior management.
