

Appointment of Independent Directors- KSEB Limited

1. Appointment and terms thereof

In accordance with the provisions of the Companies Act 2013 and other applicable laws, you will serve as Independent director of the Board. Your appointment / reappointment will be subject to approval in the general meeting.

2. Board Committee

During the tenure of your office, the Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. The appointment of Independent Directors on such Committee(s) will be subject to the applicable Laws.

3. Time Commitment:

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role to the satisfaction of the Board.

4. Role, Duties and responsibilities:

You will be expected to perform your duties, whether statutory or fiduciary faithfully, efficiently and diligently applying your extensive knowledge, skills and experience. In addition, you are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act as in force and as may be amended from time to time. While performing such duties, roles and functions, you will be required to abide by the Guidelines of Professional Conduct as stated under the said Schedule.

5. Reimbursement of Expenses:

You will be paid such remuneration by way of sitting fees as per the Articles of Association for attending the meetings of the Board and the Committees. Further, the Company may pay or reimburse to you such fair and reasonable expenditure as may have been incurred by you while performing your role as Independent Director of the Company.