



TERMS & CONDITIONS OF APPOINTMENT/RE-APPOINTMENT OF INDEPENDENT DIRECTORS

VINDHYA TELELINKS LIMITED

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VINDHYA TELELINK LIMITED

TERMS & CONDITIONS OF APPOINTMENT/ RE-APPOINTMENT OF INDEPENDENT DIRECTORS

1. Your appointment/re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a first term/ second term of 5 (five) consecutive years, i.e. with effect from to, have been approved by the members of the Company by way of Resolution passed at/through Your appointment/ reappointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. As per the declaration dated provided by you, it is noted that you meet the criteria of being appointed as an Independent Director of the Company in terms of the provisions of Section 149 of the Companies Act, 2013 and Rules notified thereunder from time to time. You shall on a yearly basis declare to the Company that you continue to meet these eligibility criteria. In case of happening of any event, if you cease to meet the eligibility criteria for Independent Director, you shall promptly inform the Company of the same and shall cease to become an Independent Director of the Company. Continuation of your appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a Director/vacation of office/disqualification of director.
2. You will devote sufficient time to the affairs of the Company while functioning as Independent Director as would be required to help the Company to achieve its objectives.
3. As per the legal provisions, you will discharge your duties as per the provisions of Companies Act, 2013, read with Rules made thereunder, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and other Statutes as may be applicable from time to time.
4. The Company will maintain a Directors and Officers (D and O) Liability Insurance Policy to pay for the personal liability of the Directors for claims made against them while serving on the Board of the Company.
5. The Company has adopted Code of Conduct of the Company for its Directors and Senior Management Personnel which is applicable to Independent Directors also, a copy of which is enclosed. The Code for Independent Directors as per Schedule IV of the Companies Act, 2013 is also enclosed and Independent Directors are expected to abide by the same.

6. As an Independent Director, you will be expected not to:
 - (a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
 - (b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the Company; and
 - (c) assign your office and any assignment so made shall be void.
7. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of Companies Act, 2013 and any amendments/subsequent legislation applicable to such appointments/re-appointment/extension of term of appointment.
8. As per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory amendment(s) or re-enactment (s) thereof, if any), your performance as an Independent Director will be evaluated/reviewed by the Board on an annual basis.
9. Your attention is drawn to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 (including statutory amendment(s) or re-enactment(s) thereof, if any), in respect of disclosure of price-sensitive information. Consequently, you are hereby informed not make any statements and/or enter into transactions that might risk a breach of these Regulations in any manner, whatsoever.