



HINDUJA GLOBAL SOLUTIONS LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Following are the broad terms & conditions of appointment of Independent Directors which are subject to applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and Rules made thereunder, Clause 49 of the Listing Agreement and other applicable laws for the time being in force and also subject to the Company Policy and the Articles of Association of the Company.

A. Appointment

- i) Period: The appointment shall be for a consecutive period of 5 years from the date of approval of appointment by the members of the Company, unless the period is otherwise stipulated in the respective resolutions as approved by the members. The appointment shall be on non-rotational basis unless otherwise terminated earlier by either side in terms of section 168 or 169 of the Act, as applicable.
- ii) The Independent Directors will abide by the Code of Conduct of the Company and as given in the Schedule IV of the Act.

B. Role

The Role as specified under Schedule IV of the Act.

C. Duties

The Independent Directors will adhere to the duties provided for under section 166 of the Companies Act, 2013 and in addition, duties mandated under Schedule IV of the Act.

D. Liabilities

The Independent Directors of the Company shall have responsibilities similar to the other directors of the Company. However, pursuant to section 149(12) of the Act, Independent Directors shall be liable only in respect of such acts, omissions or commissions of the Company which had occurred with their knowledge attributed through the Board process and with their consent or connivance or where they had not acted diligently.

E. Fees, Commission and reimbursement of expenses

- i) Independent Directors shall be paid sitting fees for attending each meeting of the Board of Directors of the Company (“the Board”) and Committees thereof as may be decided by the Board from time to time. They shall also be eligible for Commission as

permissible under the Companies Act, 2013 and as approved by the members of the Company. The Nomination and Remuneration Committee/ Board of Directors shall determine division of commission amongst the directors of the Company.

- ii) Independent Directors shall be reimbursed travelling and other out of pocket expenses incurred in attending and returning from the meetings of the Board of Directors or of any Committees thereof.
- iii) Independent Directors shall not be entitled to any stock options that may be issued by the Company.

F. Insurance

The Company shall maintain appropriate Directors' and Officers' (D&O) liability insurance including for Independent Directors of the Company and shall continue to maintain the same after their tenure, for the period of their tenure.

G. Confidentiality

- i) The Independent Directors shall maintain all information acquired by them during their tenure as confidential to the Company and shall not release, communicate or disclose by any means either during their tenure or following cessation of their tenure to any person without prior permission of the Board of Directors of the Company.
- ii) The Independent Directors shall abide by the Code of Insider Trading and other policies of the Company as applicable to them.
