

UNITECH LIMITED

Terms and conditions of Appointment of Independent Directors

The broad terms and conditions of appointment of Independent Directors of the Company are reproduced hereunder:

1. Appointment

- 1.1 The appointment of Independent Directors will be for five consecutive years commencing from the date of appointment ('Term') subject to compliance of provisions of the Companies Act, 2013 [" the Act"] and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ['Listing Regulations'], as amended from time to time.
- 1.2 The appointment is subject to the maximum permissible directorships that one can hold as per the provisions the Act and listing Regulations.
- 1.3 The term "Independent Director" should be construed as defined under the Companies Act, 2013 and the listing Regulations.
- 1.4 The Independent Directors are not liable to retire by rotation.

2. Committees

The Board of Directors ('the Board') may invite the Independent Director(s) for being appointed on one or more of the existing Board Committees or any Committee(s) that may be set up in the future. The appointment on such Committee(s) will be subject to the applicable legal requirements.

3. Time Commitment

- 3.1 The Independent Directors are expected to bring objectivity and independence to the Board's discussions and help provide the Board with effective leadership in relation to the Company's strategy, performance, business ethics and risk management, as well as ensuring high standards of financial probity and Corporate Governance. The Independent Directors will be expected to attend the Board, the Board Committees and the General Meetings and to devote sufficient time, as required to discharge their duties effectively. Ordinarily, all meetings are held in Delhi NCR region.
- 3.2 By accepting appointment, the Independent Director confirms that he/she is in a position to allocate sufficient time to meet the expectations of role to the satisfaction of the Board.

4. Role, Fiduciary Duties and Responsibilities

- 4.1 As Member of the Board, the Independent Directors will be collectively responsible for meeting the objectives of the Board which include:
 - ❖ Compliances under the Companies Act, 2013,
 - ❖ "Obligations of the Board of Directors" as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - ❖ Accountability under the Director's Responsibility Statement & Articles of Association of the Company.

4.2 The Independent Directors shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act, and duties of directors as provided in the Act and in Listing Regulations.

4.3 Independent Directors are required to comply with following:

- ❖ Code of conduct under Listing Regulations
- ❖ Code of Conduct to Regulate, Monitor and Report Trading by Insiders & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information under SEBI (Prohibition of Insider Trading) Regulations, 2015; as amended from time to time.

and on annual/periodic basis are required to sign a confirmation of acceptance/compliance of the same.

4.4 During their term, Independent Directors need to 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.
- ❖ provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect their status as an Independent Director.

5. Remuneration

5.1 Independent Directors shall be paid sitting fees for attending the meetings of the Board and Committees. The sitting fees for attending each meeting would be as determined by the Board from time to time.

5.2 The commission to Independent Directors will be paid, as per approval of General Meeting in such manner as the board, may from time to time determine, subject to provisions of Companies Act, 2013 and Listing Regulations.

5.3 Accordingly, in addition to the sitting fees, commission may also be payable to the Independent Directors as per terms approved by the Members.

6. Familiarization Programme

At the time of appointment, the Company conducts familiarization programme to familiarize Independent Directors with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of Company, etc.

7. Performance Evaluation Process

7.1 The Nomination and Remuneration Committee has framed the criteria for performance evaluation of independent directors.

7.2 The Company shall disclose the criteria for performance evaluation, as laid down by the Nomination and Remuneration Committee, in its Annual Report.

7.3 The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the director being evaluated).

7.4 On the basis of the report of performance evaluation, it shall be determined whether to continue or not; the term of appointment of the independent director.

8. Confidentiality

All information acquired during the tenure of directorship is confidential and should not be disclosed, either during the tenure or following cessation (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any stock exchange or regulatory body. In the later case, it would be required to suitably inform the Chairman of such an event or disclosure. Unless specifically authorised by the Company, the Independent Directors shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders and agents.

9. Disengagement

Independent Director(s) may resign from the directorship of the Company by giving a notice in writing to the Board of Directors stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.