



**TEMBO**  
*Powering Ahead*

**Terms and conditions of appointment of Independent Directors of the Company in accordance with the requirements of Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

The following are the terms and conditions of appointment of the Independent Directors of the Company:

**1. APPOINTMENT**

- (a) The Independent Directors are appointed by the Members of the Company, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, for such period not exceeding five years as may be considered appropriate by the Board, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.
- (b) The Independent Directors will not be liable to retire by rotation.
- (c) In addition to the Committee of Independent Directors, the Independent Directors may be required to serve on one or more Board Committees as may be decided by the Board from time to time. Presently such Committees are Audit Committee, Nomination & Remuneration Committee, CSR and Sustainability Committee and Securityholders Relationship Committee etc. The role of these Board Committees would be such as may be determined by the Board from time to time.
- (d) The Independent Director is an independent non-executive director and will be identified as such in the annual report and other documentation of the Company. If circumstances change, and he/she believes that his/her independence will be in doubt, Independent Director should discuss the same with the Board of the Company as soon as practicable.

**2. ROLE, DUTIES AND RESPONSIBILITIES**

- (a) The duties and liabilities that come with the appointment as an Independent Director would be as per the applicable laws, the Articles of Association of the Company and the Tembo Global's Code of Conduct.
- (b) As members of the Board, the Independent Directors along with the other Directors will collectively be responsible for meeting the objectives of the Board which include:



- performing responsibilities of the Board as outlined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations);
  - taking accountability under the Directors' Responsibility Statement;
  - overseeing the maintenance of high standards of the Company's values and ethical conduct of business;
  - fulfilling requirements under the Companies Act, 2013 (the Act) and the Rules thereunder;
  - overseeing the Company's contribution towards sustainability and CSR;
  - protecting and enhancing the Tembo Global brand.
- (c) The Independent Directors will be expected to perform their fiduciary duties and exercise the skill and care expected of every Director. They shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.
- (d) The Independent Director will be held liable only in respect of such acts of omission or commission by the Company which have occurred with his/her knowledge, attributable through Board processes, and with his/her consent or connivance or where the Independent Director have not acted diligently.

### **3. TIME COMMITMENT**

Considering the nature of the role of a Director, it is difficult for the Company to lay down specific parameters on time commitment. The Independent Directors agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

### **4. REMUNERATION**

- (a) sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
- (b) Commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of Directors.
- (c) Further, the Company may pay or reimburse the Independent Directors such reasonable expenditure, as may be incurred by them, while performing their role as an Independent Director of the Company. This could include obtaining, subject to prior consultation with the Board, professional advice from independent advisors in the furtherance of their duties as an Independent Director.



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## **5. CODE OF CONDUCT**

- (a) As Independent Directors of the Company, they agree to comply with the provisions of the Tembo Global Code of Conduct, as adopted by the Board. The Independent Directors will also be required to affirm annually, compliance with the Tembo Global Code of Conduct.
- (b) The Independent Directors also agree to comply with the provisions of the Tembo Global Code of Conduct for Prevention of Insider Trading read with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, in terms of which disclosure or use of unpublished price sensitive information is prohibited.
- (c) Unless specifically authorised by the Company, the Independent Directors will not disclose information in respect of the Company's affairs to the media, the financial community, the employees, the members, or to any other person.

The obligation of confidentiality of the Independent Directors shall survive the cessation of their directorship in the Company.

- (d) The Independent Directors shall not engage in any activity which might impede the application of their independent judgement in the best interest of the Company.

## **6. INDUCTION AND DEVELOPMENT**

The Company will, from time to time, brief the Independent Directors on all business related matters, risk assessment & minimization procedures, and proposed new initiatives. They will also be updated on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislation and economic environment.

## **7. PERFORMANCE EVALUATION PROCESS**

Performance of the Independent Directors as well as the performance of the entire Board and the Board Committees will be evaluated annually as required under the provisions of law, against the parameters for evaluation laid down by the Nomination & Remuneration Committee.

## **8. CONFLICT OF INTEREST**

- (a) It is accepted and acknowledged that the Independent Directors may have business interests other than those of the Company. They are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form(s).



- (b) During their term, the Independent Directors agree to promptly provide a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, upon any change in circumstances which may affect their status, individually, as an Independent Director. Further, they also agree to confirm, individually, compliance with the said criteria of independence every financial year, along with confirmation that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence.
- (c) During their term, an Independent Directors of the Company shall ensure that the number of companies in which Independent Directors hold office as a Director, or a chairman or committee member will not exceed the limit stipulated under the Act and the Listing Agreement
- (d) Save and except Directorships currently held by the Independent Director, during the term of Appointment, the Independent Directors are expected not to take up directorship in any company (whether in India or abroad) engaged in the same or similar businesses as that of the Company or in a company, business or undertaking which competes or is likely to compete with the Company or which could otherwise potentially give rise to a conflict with his/her duties with the Company as an independent director. In the event that the Independent Director becomes aware of any potential conflicts of interest, or in case of doubt, he / she should consult the Board of the Company as soon as practicable.

## 9. GENERAL

Actions, in particular, that should not be taken by the Independent Directors while in the office, include the following:

- (i) Action that involves any violation of applicable law;
- (ii) Action that involves any breach of the Tembo Global Code of Conduct;
- (iii) Action that either involves their personal interest, except as disclosed in terms of the applicable laws, or compromises or conflicts with the interest of the Company.

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