



INDIA INFRADEBT LIMITED

CIN: U65923MH2012PLC237365

Registered Office: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051

Tel: +91 22 26536963 **Fax:** +91 22 26531259 **E-mail:** info@infradebt.in

Terms and conditions of appointment of Independent Directors

The broad terms and conditions of appointment of the Independent Directors of India InfraDebt Limited (InfraDebt) are as given hereunder:

Term of appointment:

The appointment as an Independent Director would be subject to the approval of shareholders. In terms of provisions of the Companies Act, 2013, an Independent Director will be appointed for a term of upto five consecutive years. Upon expiry of initial term, Director will be eligible for re-appointment as an Independent Director subject to necessary regulations. Independent directors would not be liable to retire by rotation pursuant to the provisions of the Companies Act, 2013.

Induction on Board Committees:

The Board level committees are formed in order to facilitate effective decision-making. InfraDebt has constituted the following Board level Committees:

1. Audit Committee
2. Board Governance, Remuneration and Nomination Committee
3. Board Credit & Risk Committee
4. Corporate Social Responsibility Committee
5. Committee of Directors

The role of the Independent Director as Member/Chairperson of such Committees would be guided by the terms of reference of the said Committees as prescribed by the Board.

Duties and Responsibilities:

Role and functions and duties of the Independent Director will be as provided in Section 166 and Schedule IV of the CA2013.

Code of Conduct:

InfraDebt has a Code of Business Conduct and Ethics which prescribes the professional and ethical standards that needs to be adhered to by all directors/employees.

Remuneration:

Independent Directors would be entitled to sitting fees for attending meetings of the Board/Committee as applicable. The sitting fees will be within the limits as prescribed under CA2013 and as approved by the Board from time to time.

Independent Directors would also be entitled to the profit related commission. The profit related commission will be within the limits as prescribed under CA2013 and as approved by the Board and Shareholders from time to time.

The terms and conditions of appointment of independent directors are open for inspection at the registered office by any shareholder during business hours i.e. between 9.30 a.m. and 5.30 p.m.