



Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

INDO-CITY INFOTECH LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Mr. Brij Kishor Gupta (DIN: 00225078) being the Independent Non-Executive Director was re-appointed at the 27th Annual General Meeting for a second term of five consecutive years ending at the 32nd AGM of the company to be held in the year 2024, and is not liable to retire by rotation. Mr. Brij Kishor Gupta, aged 58 years, is a qualified Chartered Accountant. He has vast experience and eminent knowledge in the financial matters, accounts and has been associated with the financial sector for past several years. His experience is beneficial to the company.

Mr. Arun Bubna (DIN: 08406885) is appointed as the Independent Non-Executive Director for a term of four consecutive years ending at the 31st AGM of the company to be held in the year 2023 and is not liable to retire by rotation. Mr. Arun Hariram Bubna aged 64 years, is a Commerce Graduate with an experience of more than 30 years in the field of administration and finance. His long experience is useful to the Company.

Appointment Terms and Conditions:

1. Fees and Re-imbusement of expenses:

Sitting fee and commission shall be paid for the service as a Non-Executive Independent Director, as the Board may approve from time to time.

The directors herein shall have no entitlement to any bonus during the appointment and no entitlement to participate in any share scheme and no stock options will be issued to them by the Company.

The Company will reimburse for all reasonable expenses that may be incurred while performing the duties of the director of the company.

2. Committees of the Board of Directors:

The Board of Directors may/shall appoint the directors herein as Member/Chairman of one or more of its committees and the directors shall fulfil their duties under the said committees as required by the company and any acts, rules and regulations as applicable from time to time.

3. Confidentiality:

All information acquired during the appointment is confidential to the Company and should not be released, either during tenure of appointment or following termination (by whatever means) to third parties without prior clearance from the Board of Directors of the company. As and when required, for maintaining confidentiality, any documents and other materials made available to the directors herein by the Company shall be surrendered to the company.





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4. Code of Conduct:

During the appointment the directors are required to comply with the provisions regarding the duties of Directors under Section 166 and regulations as contained in Schedule IV of the Companies Act, 2013 and any other provisions under any acts, rules and regulations as applicable from time to time.

5. Disclosure of other Directorships:

The directors herein are required to declare any directorships, appointments and interests in other companies to the Board at the time of appointment, and any changes in the same are to be informed to the company from time to time to ensure continued independence of the directors.

6. Disclosure of Interest:

Any material interest that a Director may have in any transaction or arrangement that the Company may enter/has entered into should be disclosed to the company.

7. Evaluation:

Evaluation of the performance of the directors herein will be done by the Board of Directors based on the evaluation criteria laid down by the Nomination, Compensation and Remuneration Committee.

Amendment in law:

Any subsequent amendment(s)/modification(s) in the applicable laws in this regard shall automatically apply to this policy.

Review of the Policy:

This policy shall be subject to review as may be deemed necessary and in accordance with any statutory/regulatory requirements.
