

## TNQ TECH PRIVATE LIMITED

### **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

The following are the terms and conditions of appointment of Independent Directors of TNQ Tech Private Limited (hereinafter referred to as “TNQ” or “the Company”):

#### **1. APPOINTMENT:**

The Company may appoint the Independent Directors, subject to the approval of the shareholders for a term upto 5 (five) consecutive years, or till such earlier date to confirm with the Company’s policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

The Independent Directors will not be liable to retire by rotation.

#### **2. COMMITTEES:**

The Board of Directors (the Board) may, if it deems fit, invite the Independent Directors for being appointed on one or more existing Board Committees or any such Committee that may be set up in the future.

#### **3. TIME COMMITMENT:**

As a Non-Executive Director, the Independent Directors are expected to bring objectivity and independence of view to the Board’s discussions and to help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. The Audit Committee also meets at least four times in a year. Besides, there are other Committee meetings, like Nomination and Remuneration Committee, and Corporate Social Responsibility Committee, which are ordinarily convened twice in a year or as per the requirements. The Independent Directors will be expected to attend Board meetings, Board Committees meetings to which he/she may be appointed and Shareholders meetings and to devote such time to their duties, as appropriate to discharge their duties effectively. Ordinarily, all meetings are held in Mumbai or through Video Conferencing.

The Independent Directors are expected to allocate sufficient time to meet the expectations from their role to the satisfaction of the Board.

The Independent Directors are expected to abide by the ‘Code of Conduct of Independent Directors’ as outlined in Schedule IV to the Companies Act, 2013.

#### **4. ROLE AND DUTIES:**

The role and duties of the Independent Directors will be those normally required of a Non-Executive Director under the Companies Act, 2013.

There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- I. to act in accordance with the Company’s Articles of Association and the Code of Conduct.
- II. to act in good faith in order to promote the objects of the Company for the

- benefit of its members as a whole, and in the best interest of the Company.
- III. to discharge the duties with due and reasonable care, skill and diligence.
  - IV. not to involve in a situation which may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
  - V. not to achieve or attempt to achieve any undue gain or advantage, either directly or indirectly to self or to relatives, partners or associates.
  - VI. not to assign office as Director, and any assignments so made shall be void.

**5. STATUS OF APPOINTMENT:**

The Independent Directors will not be the employees of the Company. The Independent Directors will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees, as may be approved by the Board from time to time. Further, the Independent Directors will also be paid remuneration by way of commission on the net profits of the Company, as may be decided by the Board and approved by the Shareholders from time to time.

The sitting fees paid to the Non-Executive Independent Director is 30,000/- [Rupees Thirty Thousand Only] per meeting of the Board and 5,000/- [Rupees Five Thousand Only] per meeting of the Audit Committee.

**6. CONFLICT OF INTEREST:**

As an Independent Director, you shall not engaged in any business relationship or activity which might conflict with the interest of the Company.

In case of any potential conflict of interest, the Independent Director must at earliest opportunity make full disclosure of all facts and circumstances and shall ensure that Company's interest are protected.

**7. CONFIDENTIALITY:**

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (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. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

**8. EVALUATION:**

The Company shall have a process for Board Evaluation. As per the process, the Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. The appointment and re-appointment of the Independent Directors on the Board shall be subject to the outcome of the yearly evaluation process and the directors continuing to meet the independence criteria.

**9. INSURANCE:**

The Parent Holding Company i.e. Datamatics Global Services Limited (“DGSL”) has Directors’ and Officers’ liability insurance and it is intended that DGSL will assume and maintain such cover for the full term of your appointment.

**10. DISCLOSURE OF INTEREST:**

The Company must include in its Annual Accounts, a note of any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record their interest appropriately and the records are updated. A general notice that the Independent Director is interested in any contracts with a particular person, firm or company is acceptable.

**11. TERMINATION:**

- I. The Independent Directors may resign from their position by giving written notice to the Board.
- II. The continuation of the appointment of the Independent Directors is contingent on getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force.

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