



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

The terms and conditions of appointment of Independent Director Appointment are as follows:

### **Independence**

The appointment as an Independent Director is in due consideration to declaration of being qualified as INDEPENDENT and the appointment is subject to continued status as Independent as per the requirement of Companies Act 2013.

### **Appointment**

The appointment is initially for a period of 5 years unless otherwise terminated earlier by and at the discretion of either of the parties. Independent Directors are typically expected to serve two five year terms. Appointment may also be terminated in accordance with the provisions Articles of Association of the Company.

### **Roles and responsibilities**

Independent Directors are required to

- I. Act in accordance with the Company's Articles of Association.
- II. 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, its employees, the shareholders, the community and for the protection of the environment.
- III. Exercise duties with due and reasonable care, skill and diligence.
- IV. Not involve himself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- V. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.
- VI. Not assign the office as Director and any assignments so made shall be void.

### **Director's remuneration**

The details of remuneration payable to Independent Directors are as follows

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Remuneration	<b>A. Sitting Fee</b> Rs. 25,000/- for each meeting of the Board and Rs. 10,000/- for each meeting of Committee of the Company.



		<p><b>B. Commission in case of profits</b> As may be decided by the Board from time to time, Subject to the overall limit of 1% of net profit for all Non-executive directors including independent directors</p> <p><b>C. Reimbursement of expenses</b> For participation in the meeting of the Board or Committee</p>
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### **Confidentiality**

During their tenure, Independent Directors of the Company are privy to the information that are confidential to the Company. All such information acquired during tenure should not be released to the third parties without clearance from Chairperson.

### **Evaluation**

As a member of the Board, 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 subject to the outcome of the evaluation process.

### **Insurance**

ReNew Power Ventures Private Limited (“RPVPL”), the Holding Company maintains Directors’ and Officers’ Liability Insurance (“Policy”) which also covers the Directors appointed in the subsidiaries. Independent Directors are covered by the policy taken by the RPVPL.

### **Governing Law**

This appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Courts in New Delhi.