**JYOTI STRUCTURES LIMITED**

SUMMARY OF TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

(as amended w.e.f. January 2024)

**Summary of Terms and Conditions of Appointment of Independent Directors**

The broad terms and conditions of their appointments as Independent Directors are reproduced hereunder:

# Appointment

The appointment of independent directors will be from \_\_\_\_\_\_\_\_ up-to the conclusion of the \_\_\_\_\_ in the calendar year \_\_\_\_ (Term).

As independent directors, they will not be liable to retire by rotation.

Reappointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee.

# Role, duties, and responsibilities

* 1. As members of the board, they along with the other directors will be collectively responsible for meeting the objectives of the board which include:
     1. Requirements under the Companies Act, 2013.
     2. Responsibilities of the Board as outlined in the Corporate Governance requirements prescribed by Stock Exchanges under Clause 49 of the Listing Agreement.
     3. Accountability under the Director’s Responsibility Statement.
     4. Abiding by the Code for Independent Directors.

# Remuneration

As independent directors, they shall be paid sitting fees for attending the meetings of the board and the committees of which they are members. In addition to the sitting fees, commission that may be determined by the board may also be payable to them.

Further, the company may pay or reimburse the director, such expenditure as may have been incurred by them while performing their role as an independent director of the Company.

# Insurance

The company has a Directors' and Officers' Liability Insurance (D & O policy) to pay for the personal liability of directors and officers for claims made against them.

# Confidentiality

All directors shall meet confidentiality requirements concerning all the information they acquire during their term.

# Prohibition on Insider Trading

Directors are prohibited from dealing in the company's shares during the period when the trading window is closed.

# Performance Appraisal/Evaluation Process

As members of the board, their performance as well as the performance of the entire board and its committees will be evaluated annually.