

Terms and Conditions of Appointment as Independent Director

The terms of appointment, as set out herein, are in accordance with the extant provisions of Section 149 read with schedule IV of the Companies Act, 2013 ("Act"), and the Articles of Association of the Company (AOA).

1. The appointment shall be effective for a period of five consecutive years starting from the date of the appointment by the Shareholders. An Independent Director will not be liable to retire by rotation. The tenure will also be subject to the individual continuing to meet the criteria of independence during the entire term of appointment.
2. Re-appointment at the end of each term shall be based on the recommendation of the Nomination & Remuneration Committee of the Board of Directors and subject to the approval of the Board of Directors (the Board) and the shareholders. The recommendation for re-appointment will be based on the outcome of the performance evaluation process and meeting of independence criteria.
3. The constitution of the committees is decided by the Board in its meetings. Whenever the committees are recast, the Board has the right to make any of the Independent Directors as the Chairman/member of the Committee and existing Chairmanship/membership may change and accordingly. Independent Directors are expected to attend the meetings of one or more of such committees.
4. Independent Directors shall abide by, with the provisions of the Act, the rules made there under, the Directors' Code of Conduct, Whistle Blower policy, the AOA and other policies as may be applicable to a Director of the Company from time to time etc.
5. You are expected to:
 - a) Facilitate Company's adherence to high standards of ethics and corporate behavior;
 - b) Comply with the requirements of Section 166 of The Companies Act, 2013 with respect to duties of Directors and Schedule IV which specifies the Code for Independent Directors;

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- c) Bring up immediately to the notice of the Board any situation or event which may impair status as Independent Director and also wherein you incur any disqualification to continue as Director of the Company or when you face any situation wherein Section 166 of the Companies Act, 2013 is attracted;
- d) Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes required if any;
- e) Constructively challenge and help develop proposals on strategy for growth of the Company;
- f) Evaluate the performance of management in meeting agreed goals and objectives;
- g) Determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning.
- h) Guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- i) Guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- j) To attend Regular Board / Relevant Committee meetings and ensure that have read and understood the contents of all the documents and information provided in relation to each Board of Directors / Committee meetings and pursue such additional enquiries as considered necessary and appropriate to be informed with respect to the Company's financial and operational performance; and
- k) Such other programs / meetings as may be decided by the Board.

6. Time Commitment: The Board generally meets four times in a year. The Audit Committee also generally meets at least four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, Corporate Social Responsibility Committee (and such other Committees as may be constituted by the Board in future) meetings of which are ordinarily convened as per requirements. Independent Director is expected to attend Board and Board Committees to which you may be appointed and Shareholders meetings and to devote such time, as appropriate to discharge of duties effectively.
7. The Company shall:
- a) Provide adequate notice of the dates of proposed Board meeting, General meetings, and meetings of Board Committees.
 - b) Train its Board members in the business model of the company as well as the risk profile of the business parameters of the company, their responsibilities as Directors as part of the familiarisation programme. This training will be covered as part of detailed presentation provided during the course of the meeting of the Board of Directors when the Board reviews the operation/ business performance.
 - c) Provide access to the Whistle Blower Mechanism, if any so that the Independent Directors can raise their concerns, if any
 - d) Provide the Independent Director with all the information and documents they validly require fulfilling their functions.
 - e) Ensure that the Independent Directors are aware of their statutory obligations.
8. The Board will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis as per Company's Policy. The appointment and reappointment on the Board shall be subject to the outcome of the yearly evaluation process.
9. The Company proposes to take Directors' and Officers' liability insurance and it is intended that the Company will assume and maintain such cover for the full term of your appointment.

10. Independent Director will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), (“Confidential Information”).

Independent Director shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information. However, if any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

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