

## Terms and conditions of appointment of Independent Directors

Name of Independent Director	Date of appointment / re-appointment	Date of termination
Mr. M S Viraraghavan*	1.4.2019	31.3.2024
Mr. H Janardana Iyer*	1.4.2019	31.3.2024
Mr. Rasesh R Doshi*	24.5.2019	23.5.2024
Mr. V Ramakrishnan	27.9.2018	26.9.2023

\*Second term

I am pleased to inform you that upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of TVS Srichakra Limited ("the Company") have approved your re-appointment as an Independent Director of the company ("Independent Director"). This letter sets out the terms of your appointment / re-appointment.

### 1. Appointment / Re-appointment

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), you will serve as an Independent Director of the Board as per the period mentioned above. Your appointment / re-appointment has been approved by the shareholders at the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018.

### 2. Board Committees

As advised by the Board, during the tenure of office, you may be required to serve on the Committees of the Board established by the Company. Upon your appointment to any one or more committees, you will be provided with the Terms of Reference of the Committee.

### 3. Professional Conduct, Role and functions, duties

You shall follow the (a) TSL Code of Conduct for Directors, (b) duties of Directors prescribed under Section 166 of the Companies Act, 2013 and (c) Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

### 4. Remuneration

You will be paid a sitting fee of Rs.10,000/- (Rupees Ten Thousand Only) or such other amount as may be decided by the Board for every meeting of the Board and sub-committees of the Board.

In addition, the Non-Executive Directors are remunerated by way of Commission for each financial year as decided by the Board of Directors within the ceiling of 1% of the net profits of the Company approved by the Shareholders.

Reimbursement of expenses for participation in the Board, sub-committees of the Board and General Meetings.

**5. Dealing in Shares**

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, you are required to pre-clear all trades (buy / sell / gift) from the Compliance Officer of the Company. You are required to comply with applicable insider trading laws and regulations

**6. Training**

Suitable training as and when needed and appropriate would be given.

**7. Retirement Age**

Retirement would be governed by Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and other statutory provisions, from time to time.

**8. Evaluation**

Evaluation of your performance will be done by the Nomination and Remuneration Committee of the Board.

**9. Directors' and Officers' Liability Insurance policy**

The Company will provide D&O Liability Insurance Policy cover in the manner and extent required.