



JINDAL (INDIA) LIMITED

TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR

1. Appointment

The appointment of the Independent Director is made pursuant to the provisions of the Companies Act, 2013 and applicable rules made thereunder, subject to approval of shareholders.

2. Tenure

The Independent Director shall hold office for a term of up to five consecutive years. Re-appointment of Independent Directors shall be subject to applicable legal provisions and approval of shareholders. The Independent Director shall not be liable to retire by rotation.

3. Independence

The Independent Director shall meet the criteria of independence as prescribed under the Companies Act, 2013. The Independent Director shall also provide a declaration of independence at the time of appointment and annually thereafter.

4. Roles & Responsibilities

The Independent Director shall:

- Act in accordance with the duties prescribed under law
- Uphold ethical standards of integrity and probity
- Exercise objective and independent judgment
- Safeguard the interests of all stakeholders
- Ensure proper governance and oversight

5. Code of Conduct

The Independent Director shall comply with Code for Independent Directors (Schedule IV) & Company's internal Code of Conduct and policies

6. Board & Committee Participation

The Independent Director shall attend Board meetings and may serve on Board Committees & active participation in deliberations and decision-making is expected.

7. Remuneration

The Independent Director shall be entitled to sitting fees for Board and Committee meetings, reimbursement of reasonable expenses, if any & Commission on profits, subject to the necessary approvals. No stock options shall be granted.

8. Performance Evaluation

Independent Director Performance shall be evaluated annually by the Board and the evaluation framework shall be in line with applicable provisions.

9. Confidentiality

The Independent Director shall maintain strict confidentiality of Company information,



Registered Office

N.H. 6, Village Jangalpur, P.O. Argori, G.P. Andul, Dist. Howrah-711302, West Bengal

Ph: +91-33-35213100 **Email:** cs.jil@jindalindia.com

CIN: U24105WB1991PLC092393

Corporate Office

Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi - 110070

Ph: +91-11-40721500 **Email:** info@jindalindia.com

Website: www.jindalindia.com



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Board discussions & Business strategies etc. This obligation continues even after cessation of office.

10. Disclosure of Interest

The Independent Director shall disclose any potential or actual conflict of interest. It should be mandatory compliance with statutory disclosure requirements as per law.

11. Separate Meetings

The Independent Director shall participate in periodic meetings of Independent Directors without management presence.

12. Familiarisation

The Company may provide Industry insights, Business updates & Regulatory developments as and when necessary.

13. Resignation & Removal

The Independent Director may resign by giving written notice. Their removal shall be in accordance with provisions of the Companies Act, 2013.

14. Compliance Requirements

The Independent Director shall comply with all applicable laws and regulations, maintain valid Director Identification Number (DIN) & fulfill any registration requirements (if applicable).

15. Governing Law

These terms shall be governed by the laws of India, including the Companies Act, 2013.



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