

Terms of Appointment of Independent Director

1. TERM OF OFFICE

The appointment of Independent Non-Executive Directors will be for a period of five (5) years effective from the day from which their appointment has been duly approved by the members of the Company in their Annual General Meeting and they are not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Their appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of directors. They may cease to hold office as a Director.

At any time they may resign by written notice. It is desirable that to give the Chairman reasonable forewarning of their intention to resign or to not seek re-appointment where that is possible so that the Company can plan for succession of skills and experience on the Board; and they may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act, 2013; or

They may be removed as a director or otherwise required to vacate office under any applicable law and under the Article of Association of the Company.

Their performance as an Independent Director will be reviewed during their tenure with the Company in accordance with processes agreed by the Board from time to time. They should agree to participate in such reviews.

2. COMMITMENTS

A) Independent Director

As Independent Directors they are expected to devote such time as is necessary for the proper performance of their duties and as an Independent Director they will be involved in a number of board and committee meetings each year. They should strive to attend all the scheduled quarterly Board Meetings; General Meetings; Committees Board Meetings and other meetings or attendance as necessary.

As an independent director they should strive to hold and present in at least one meeting in a year without the presence of non-independent directors and members of management with the sole objective of:

- (a) review the performance of non-independent directors and the Board as a whole;
- (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors:

- (c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

They have to confirm that they will allocate sufficient time to meet the expectations of their role.

B) The Company

- The Company shall provide them with adequate notice of the dates of proposed board meeting, general meetings, and meetings of board committees. As per the provision of the Companies Act, 2013 the Company is expected to give them an advance notice of minimum seven (7) days of every board and committee meetings. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director shall be present at the meeting and in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director. The notice of the Board / Committee meetings will be provided along with the agenda of the Board / Committee meetings.
- The Company will train its Board members in the business model of the Company as well as the risk profile of the business parameters of the Company and their responsibilities as Directors.
- The Company will provide special training courses which are conducted by the various professional bodies to ensure that the Directors are refreshed and equipped to perform their role with the highest standards.
- The Company shall inform the Directors about any upcoming events in the Company.
- The Company shall ensure that director is updated about latest happening in the industry and in the field of law applicable on the Company by allowing them to visit the seminars held in these respect.
- The Company has established an effective whistle blower mechanism so that the Directors can raise their concerns.
- It shall be the responsibility of the Company to provide the Independent Director with all the information and documents they validly require to fulfill their functions.
- The Company shall ensure that the Independent Directors are aware of their statutory obligations.

3. CODE OF CONDUCT, FUNCTIONS AND DUTIES

They will be expected to perform their duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of their role and their knowledge, skills and experience. They will have all the usual duties of an Independent Director under Company law and applicable Listing Agreement of the BSE, including attendance at board meetings, the annual general meeting, meetings of Independent Directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. They will be required to serve on such committees as the Board may request, including but not limited to Audit and/or Nomination and Remuneration and/or Stakeholders Relationship and/or Financial & Borrowing committee of Directors and/or sub-committee of Directors. In addition, they will be expected to devote appropriate preparation and travel time ahead of each meeting.

As a Director of Catvision Limited, they will have legal duties and obligations under the Companies Act, 2013. It is expected that they will get familiarize themselves with the relevant Directors' Duties, roles and responsibilities as given in "Schedule IV - Code for Independent Directors" of the Companies Act, 2013.

4. LIABILITY

As an Independent Director, they will be liable only in respect of such acts of omission or commission by a Company which had occurred with their knowledge, attributable through Board processes, and with their consent or connivance or where they had not acted diligently.

5. TECHNOLOGY

Being a Director, they may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Directors' meetings.

They may attend the board or committee meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

6. CONFLICT OF INTEREST

By accepting this appointment they will be deemed to have confirmed that any other position they hold including their directorships in other organizations, shall not give rise to any conflicts of interest in relation to their appointment as an Independent Director of the Company. Should they become aware of any conflict or potential conflict during their appointment, they are expected to notify the Company Secretary.

As an Independent Director they shall not engage in any activity/ies that is not expected from them as an Independent Director.

7. DISCLOSURES

They shall be required to submit certain information in the prescribed forms on a defined periodicity. The Company Secretary shall be the coordinating officer for this.

They are required to disclose to the Company their interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect their independence.

During their tenure as an Independent Director they are required to give a declaration that they meet the criteria of independent every financial year as provided under Section 149 of the Companies Act, 2013.

8. DIRECTORS' FEES

They shall be paid sitting fee for attending the each meeting of Board attended by them, as per the provision of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company shall reimburse them all traveling, hotel, and other incidental expenses properly and reasonably incurred by them in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

As an Independent Director they shall not be entitled to any stock option and shall not be covered by any pension scheme.

9.- REVIEW

The performance of individual Directors, the whole Board and its committees is evaluated annually. If, in the interim, there are any matters which causes their concern about their role they should discuss them with the Managing Director or the Chairman as soon as they can.

10. CODE OF CONDUCT

They are required to abide by the Code of Conduct prescribed for all Board members and senior management of the Company and Code of Conduct for Prevention of Insider Trading for employees including Directors, as issued by the Company.

11. INDUCTION & TRAINING

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the Directors are refreshed and equipped to perform their role in the highest standards and performance possible. They should feel free to request any further information which they require, at any time.

12. INDEMNITY AND INSURANCE / PROVISION FOR DIRECTORS AND OFFICERS (D AND O) INSURANCE

The Company may obtain a Directors' & Officers' liability Insurance Policy for them. Details of the same will be provided as and when such policy is taken by the Company.

13. CONFIDENTIALITY AND ACCESS TO COMPANY RECORDS

Under Company law, Directors have a right of access to Company's documents and records, including financial records.

Any confidential information which may come to their knowledge in the performance of their duties as a Director of the Company must not be divulged, except so far as:

- a) may be necessary in connection with the proper performance of their duties to the Company;
- b) the Company may from time to time authorise them to disclose such information as may be required by them with the condition that they will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c) they may be required by law to disclose.

14. APPLICABLE LAW

The appointment of Independent Directors shall be governed by the laws of India.