

CIE Automotive India Limited

(Formerly known as Mahindra CIE Automotive Limited)

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The following are the terms and conditions of the appointment of the Independent Directors as given below in compliance with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act")

1. An Independent Director shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act read with section 149(8) of the Act;
2. As a Member of the Board an Independent Director shall also need to comply with the Company's Internal Code of Professional Conduct as amended from time to time;
3. The Company has various Sub-Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee. The Board of Directors may appoint the Independent Director as Member/Chairperson on one or more of the Committees.
4. The Independent Directors of the Company periodically hold exclusive Meetings without the attendance of non-Independent Directors and Members of the Management. Independent Director shall strive to be present at such Meetings;

5. The Company may take Directors & Officers Liability Policy and all Directors of the Company would be beneficiaries of the Policy;
 6. As Independent Director may be entitled to remuneration by way of commission in accordance with the limit as may be approved by the members of the Company from time to time subject to maximum of 1% of the net profits of the Company for each Financial Year, as computed in the manner laid down in Section 198 of the Companies Act, 2013;
 7. Remuneration of Independent Directors, as mentioned above, shall be determined by the Board of Directors, based on their performance evaluation done by the entire Board of Directors which will, *inter alia*, include their participation in the Board and Committee Meetings during the year and other responsibilities undertaken and contributions to the deliberations of the Board and to the Company;
 8. The Independent Directors shall be entitled to sitting fees, commission as mentioned in point No. 6 above and also be eligible for business class air fare, accommodation, boarding, conveyance and other incidentals for attending the Board and Committee Meetings and for discharging your duties as an Independent Director of the Company;
 9. The Independent Directors are expected not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
 10. The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act.
-