

NXTDIGITAL LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Following are the broad terms and conditions of appointment of Independent Directors which are subject to applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and Rules made there under, Clause 49 of the Listing Agreement and other applicable laws for the time being in force and also subject to the Company Policy and the Articles of Association of the Company.

A. Appointment

- i) Period: The appointment shall be for a consecutive period of 5 years from the date of approval of appointment by the members of the Company, unless the period is otherwise stipulated in the respective resolutions as approved by the members. The appointment shall be on non-rotational basis unless otherwise terminated earlier by either side in terms of section 168 or 169 of the Act, as applicable.
- ii) The Independent Directors will abide by the Code of Conduct of the Company and as given in the Schedule IV of the Act.

B. Role

The Role as specified under Schedule IV of the Act.

C. Duties

The Independent Directors will adhere to the duties provided for under section 166 of the Companies Act, 2013 and in addition, duties mandated under Schedule IV of the Act.

D. Liabilities

The Independent Directors of the Company shall have some responsibilities similar to those any other director on the Board. However, pursuant to section 149(12) of Act, Independent Directors shall be liable only in respect of such acts, omissions or commissions of the Company which had occurred with their knowledge attributed through the Board process and with their consent or connivance or where they had not acted diligently.

E. Fees, Commission and reimbursement of expenses

- i) Independent Directors are entitled for sitting fees for attending every meeting of the Board and Committee thereof and as may be decided by the Board from time to time
- ii) Independent Directors shall be reimbursed travelling and other out of pocket expenses



(Formerly known as Hinduja Ventures Limited)

Registered Office: IN CENTRE, 49/50 MIDC, 12th Road, Andheri (E), Mumbai - 400 093.

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incurred in attending and returning from the meetings of the Board of Directors or of any Committee thereof.

- iii) Independent Directors shall not be entitled to any stock options that may be issued by the Company.

F. Insurance

The Company shall maintain appropriate Directors' and Officers' (D&O) liability insurance including for Independent Directors of the Company and shall continue to maintain the same even after cessation of their tenure, relating to the period of their tenure.

G. Confidentiality

- i) The Independent Directors shall maintain all information acquired by them during their tenure as confidential to the Company and shall not release, communicate or disclose by any means either during their tenure or following cessation of their tenure to any person without prior permission of the Board of Directors of the Company.
- ii) The Independent Directors shall abide by the Code of Insider Trading of the Company and other policies as applicable to them.



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