

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTOR

The following are the Terms and Conditions for appointment of Independent Director on the Board of the Company:

EXPECTATION OF THE BOARD FROM THE APPOINTED DIRECTOR:

The Board of Directors of the Company expects that, you shall help in bringing an independent judgment on Board's deliberations especially on issues of Strategy Performance, Risk Management, Resources, Key appointments and Standards of Conduct. You are also expected to safeguard the interest of all Stakeholders and balance the conflicting interest amongst them.

Since you hold and stand in fiduciary position with the Company, the following shall form part of your duties as Independent Director in the Company:

YOU SHALL:

1. Undertake appropriate induction and regularly update and refresh your skills, knowledge and be familiar with the Company;
2. Seek appropriate clarification of Information, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of Company;
3. Strive to attend all meetings of Board and of Board Committees of which you are member/(s);
4. Participate constructively and actively in Committees of Board, where appointed as member or Chairperson;
5. Strive to attend the General Meetings of the Company;
6. Act within your authority, assist in protecting the legitimate interests of Company, shareholders and its employees;
7. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that same are in interest of Company;
8. Keep yourself informed about the Company and external environment where the Company operates;
9. Exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
10. Be concerned about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

11. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
12. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and
13. Perform all other duties as prescribed under the Companies Act, 2013 with regard to Independent Director and Comply with Schedule IV of said Act.

The Company has obtained Directors and Officers Liability Insurance Policy and is applicable on all the Directors of Company.

You are expected to comply with “**Code of Business Ethics**” of Company which includes (but not limited to):

1. Upholding ethical standards of integrity and probity;
2. Acting objectively and constructively while exercising duties;
3. Devoting sufficient time and attention towards professional obligation for informed and balance decision making;
4. Exercise your responsibilities in a *bona fide* manner in the interest of the Company;
5. Assisting the Company in implementing the best corporate governance practices;
6. Refrain from any action that would lead to loss of his independence;
7. Informing Board immediately where circumstances arise relating to losing of your independence and
8. Any other Code of Conduct as may be prescribed by Company from time to time, but in any case, such Code shall not apply if it contravenes the provisions of the Companies act, 2013;

Following is a list of actions that you **shall not do** while functioning as Independent Director in the Company:-

1. Disclose confidential information, including commercial information secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information , unless such disclosure is approved by Board or required by law.
2. Allow any extraneous considerations that will vitiate your exercise of objective independent judgment.
3. Involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company. If such a situation arises you shall inform the board immediately regarding the same.
4. Unfairly obstruct the functioning of an otherwise proper board or committees of Board.
5. Not to abuse your position to the detriment of Company or its shareholders or for the purpose gaining direct or indirect personal advantage or advantage of any associated person.

6. Any other action or activity as may be restricted by the Companies Act, 2013 and any rules made in this behalf.

You shall be paid sitting fee (as paid to the other non-executive Directors of the Company) for attending the Boards and other Committee meetings alongwith the reimbursement of expenses for participating in the meeting/(s) mentioned above.

Thanking You,

For Ruchi Global Limited

**Shivani Khandelwal
Company Secretary**