



**RDB INFRASTRUCTURE AND POWER LIMITED**  
*(FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED)*

**TERMS AND CONDITIONS FOR THE APPOINTMENT OF  
INDEPENDENT DIRECTORS**

## TERMS AND CONDITIONS FOR THE APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors are subject to the provisions of the Companies Act, 2013 (“Act”), read with Schedule IV (Code for Independent Directors) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time.

### 1. APPOINTMENT AND TENURE

The appointment of an Independent Director is governed by the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV (Code for Independent Directors) and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended.

The appointment shall be subject to recommendation of the Nomination and Remuneration Committee (“NRC”) in terms of Section 178 of the Act and Regulation 19 of SEBI LODR and approval of the Board of Directors and shareholders by way of ordinary resolution.

The Independent Director shall hold office for a term of up to five (5) consecutive years and shall not be liable to retire by rotation. Re-appointment for a second term shall be subject to special resolution of shareholders and disclosure of the same in the Board’s Report.

### 2. ROLE AND FUNCTIONS

In accordance with Schedule IV of the Act, the Independent Director shall:

- help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of board and management;
- scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- safeguard the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder’s interest.

### 3. DUTIES

The Independent Director shall comply with duties prescribed under Section 166 and Schedule IV of the Act and Regulation 25 of SEBI LODR.

Key duties include:

- Acting in accordance with the Articles of Association of the Company;
- Exercising duties with due and reasonable care, skill and diligence;
- Ensuring integrity of financial information and financial controls;
- Reporting concerns about unethical behaviour, fraud or suspected violation of Company policies;
- Not abusing position to the detriment of the Company or its stakeholders.

### 4. COMMITTEES OF THE BOARD

The Independent Director may be appointed as a Member/Chairperson of Board Committees, based on the recommendation of the NRC and approval of the Board, including:

- Audit Committee (Regulation 18 of SEBI LODR)
- Nomination and Remuneration Committee (Regulation 19)
- Stakeholders' Relationship Committee (Regulation 20)
- Risk Management Committee (where applicable)

### 5. REMUNERATION

In terms of Section 197 of the Act and Regulation 17(6) of SEBI LODR, the Independent Director shall be entitled to:

- Sitting fees for attending meetings of the Board and Committees
- Reimbursement of expenses incurred in participation of meetings
- Profit-related commission, as approved by the Board and shareholders

The Independent Director shall not be entitled to stock options.

### 6. CODE OF CONDUCT AND COMPLIANCE

The Independent Director shall:

- Adhere to the Code for Independent Directors as specified in Schedule IV of the Act
- Comply with the Company's Code of Conduct

- Comply with SEBI (Prohibition of Insider Trading) Regulations, 2015
- Ensure compliance with all applicable laws and regulations

## **7. PERFORMANCE EVALUATION**

Pursuant to Section 178 of the Act and Regulations 17(10) and 25(4) of SEBI LODR the performance of Independent Directors shall be evaluated annually by the Board and the evaluation shall be carried out excluding the Director being evaluated. The NRC shall lay down evaluation criteria.

## **8. SEPARATE MEETING OF INDEPENDENT DIRECTORS**

Pursuant to Schedule IV of the Act and Regulation 25(3) of SEBI LODR Independent Directors shall hold at least one meeting in a financial year, without the attendance of Non-Independent Directors and members of management to review the performance of non-independent directors and the Board, review performance of the Chairperson and assess the quality, quantity and timeliness of flow of information.

## **9. FAMILIARISATION PROGRAMME**

In compliance with Regulation 25(7) of SEBI LODR the Company shall familiarise the Independent Director with the Company, including nature of the industry, business model and roles, rights, and responsibilities.

## **10. INDEPENDENCE AND DISCLOSURE**

The Independent Director shall:

- Submit a declaration of independence under Section 149(7) of the Act and Regulation 25(8) of SEBI LODR at the first Board meeting and thereafter annually
- Promptly inform the Company of any change affecting independence

## **11. CONFIDENTIALITY**

In accordance with Schedule IV of the Act the Independent Director shall maintain confidentiality of all information acquired during the tenure and shall not disclose such information without proper authorization or unless required by law.

## **12. RESIGNATION / REMOVAL**

The Independent Director may resign by giving notice in writing in accordance with Section 168 of the Act. Removal shall be in accordance with Section 169 of the Act and applicable provisions of SEBI LODR.

## **13. MISCELLANEOUS**

These terms and conditions shall be governed by the provisions of the Companies Act, 2013, Schedule IV thereof, SEBI LODR.