

GITA RENEWABLE ENERGY LIMITED

Terms and Conditions of appointment of Independent Director

1. Term of appointment

Your appointment as an Independent Director shall be for a term of five consecutive years commencing from _ to _ . Your appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 Your office will get vacated in case you incur any of the disqualifications mentioned in the Companies Act, 2013.

2. Expectation of the Board:

i. You, while being a member of Board of Directors, may be invited/ nominated for appointment on various committees of the Board of Directors, as setup from time to time. The following are the committees of Board of Directors:

- a. Audit Committee
- b. Share Transfer Committee
- c. Stakeholders' Relationship Committee
- d. Nomination and Remuneration Committee

ii. You are required to disclose your independence status at first Board Meeting after becoming member of Board and thereafter at the first meeting of the Board in every financial Year or whenever there is any change in the circumstances which may affect your status as an Independent director;

iii. You are required to undertake to abide by the provisions specified in Schedule IV to the Companies Act, 2013;

iv. You are required to undertake to comply with the Company's code of Business conduct and Ethics.

3. Sitting fees:

You are entitled only to sitting fee for attending the meetings of the Board and the Committees of which you are a member.

4. Confidentiality

All information acquired during your tenure as Director is confidential to the Company and should not be disclosed either during your tenure or following termination (by whatever means) to third parties except as permitted by law.

5. Resignation and removal

Your resignation or removal as an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.