

TITAN BIOTECH LIMITED

Terms and Conditions of Appointment of Independent Directors

The terms and conditions of independent directors are subject to the provisions of applicable laws including Companies Act, 2013, Clause 49 of Listing Agreement and Articles of Association of Company.

S. No.	Name of Independent Director	From	To
1	Mr. Sachin Kumar Gupta	01.09.2014	30.09.2019
2	Mr. Praveen Somani	01.09.2014	30.09.2019
3	Mr. Hitesh Kohli	01.09.2014	30.09.2019
4	Mr. Parvesh Goel	01.09.2014	30.09.2019

The broad terms and conditions of their appointments as independent directors of the company are reproduced hereunder:-

1. Appointment

The appointment will be for the period mentioned against their respective names ("Term"). The company may disengage independent directors prior to completion of the term subject to compliance of relevant provisions of the said Act.

As independent Directors, they will not be liable to retire by rotation.

2. Role and Duties of Independent Directors

The Independent Directors are required to :-

- a) Comply with requirement of Companies Act, 2013
- b) Listing Agreement
- c) Accountability under the Directors Responsibility Statement
- d) Code of Conduct
- e) Provide Guidance in area of their expertise.
- f) SEBI (prohibition of Insider Trading) Regulations

The independent Directors shall not disclose company and business information unless specifically authorized to media, financial community, employees, shareholders, agents, franchisees, dealers, distributors, importers and other outside entity.

They shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the company.

3. Time Commitment

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

4. Remuneration

As independent Directors, they shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its committees would be determined by the Board from time to time.

The Company may pay or reimburse to the director such expenditure as may have been incurred by them while performing their role as an independent director of the company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings.

5. Change of Personal Details

During the term, they shall promptly intimate the company secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the company.

6. Resignation

They may resign from the directorship of the company by giving a notice in writing to the company stating the reasons for resignation.

The directorship shall otherwise cease on violation of the code of conduct as applicable or on the director failing to meet the criteria for independence.