

TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Pursuant to provisions of Chapter XI, Section 149 of the Companies Act, 2013 read with rules made thereunder and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred as "Listing Regulations", every listed public company requires to have at least one-half of the total number of directors as Independent Directors where the Chairperson is an Executive Director of the Company. Prevailing provisions of aforesaid regulations also prescribe, inter alia, manner of appointment, criteria on independence, duties and responsibilities of Independent Directors. They also prescribe that the terms and conditions of appointment of Independent Directors should be disclosed on the website of the company.

Under these circumstances, Brainbees Solutions Limited, being a listed Public Company, is setting out below the current 'Terms & Conditions' of appointment of Independent Directors:

1. APPOINTMENT

Appointment of an 'Independent Director' will be done by the Board of Directors of the Company, subject to approval of shareholders of the Company. Such appointment shall be for a term of up to three or five consecutive years, provided the concerned Director continues to meet the criteria of 'Independence' in accordance with law.

An 'Independent Director' will not be liable to retire by rotation.

Relationship of an Independent Director with the Company will be that of an office-holder and not as an employee of the Company.

Board Committee:

As per the Board's assessment, during the tenure of office as an Independent Director, he /she may be required to serve on one or more committees of the Board.

2. ROLE, DUTIES AND RESPONSIBILITIES

A. Collectively as Board:

As a member of the Board, collectively with other Board Members, an Independent Director shall:

- i. act in accordance with the Articles of Association of the Company;
- ii. act in good faith in order to promote the objects of the Company for the benefit of its shareholders as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- iii. conduct himself or herself so as to meet expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision making;
- iv. ensure that corporate social responsibility ("CSR") activities are undertaken by the Company as per the CSR Policy and that the approved amounts are spent on such activities; and

- v. ensure that the report of the Board of Directors to the shareholders contains all the relevant disclosures.

In addition, an Independent Director's responsibilities will include those outlined in the norms of listing Regulations.

B. Individually as Member of the Board Independent Director shall:

- i. regularly attend Board and Committee meetings and shareholders meetings;
- ii. abide by the provisions of the "Code for Independent Directors" which is part of Schedule IV to the Companies Act, 2013. This will serve as a guide for professional conduct;
- iii. exercise his /her duties with due and reasonable care, skill and diligence and exercise independent judgment;
- iv. not involve him/her-self in a situation in which he /she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- v. not achieve or attempt to achieve any undue gain or advantage either to him /her-self or to his /her relatives or partners;
- vi. not assign his /her office;
- vii. not serve as an Independent Director in more than seven listed companies. If he /she happens to be serving as a Whole-time Director in any listed company, then he /she cannot serve as an Independent Director in more than three listed companies;
- viii. not hold office as a Director or any other office in a competing Firm/ Company;
- ix. maintain confidentiality with utmost care about the Company's strategy, technology, planning, organisation, business outlook, budgets, financials and any information including price sensitive information, that may have an adverse impact on interest of the Company or its stakeholders;
- x. facilitate Company's adherence to high standards of ethics and corporate behaviour;
- xi. guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any; and
- xii. guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

As a non-executive Independent Director, he/she will be liable only in respect of such acts of omission or commission by Company which had occurred with his /her knowledge attributable through Board process, and with his /her consent or connivance or where he /she had not acted diligently.

3. FAMILIARISATION PROGRAMME

After the appointment as Independent Director, at the earliest opportunity, a new Independent Director will be invited for a familiarisation programme. This will provide him /her an opportunity to interact with senior management of the Company and help him /her understand the Company's strategy, operations, services and product offering, market structure and organization structure.

In addition, the Company will familiarise him /her with the Company, his /her roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

4. D & O INSURANCE

The Company maintains a Directors' and Officers' Liability Insurance Policy ['D&O Policy'] covering personal liability for the Directors & Officers for claims made against them while serving on the Board and / or as an Officer of the Company.

5. CODES, POLICIES & GUIDELINES

An Independent Director will abide by the Company's 'Codes of Conduct & Policies' to the extent applicable to an Independent Director.

6. REMUNERATION

A. SITTING FEE

An Independent Director shall be paid sitting fee for attending the meetings of the Board and Committees as agreed by the Board of Directors of the Company.

B. FIXED FEE

In addition to sitting fee, he /she shall be paid fixed fee as recommended in the Remuneration Policy framed by the Nomination & Remuneration Committee, subject to prior approval of the shareholders of the Company in a general meeting.

C. REIMBURSEMENT

In addition, the Company will reimburse him/her such fair and reasonable expenditure, as may have been incurred by him/her for participation in Board, Committee and other meetings and in attending any familiarisation programmes organised by the Company.

7. DISCLOSURES, OTHER DIRECTORSHIPS AND BUSINESS INTERESTS

During the tenure of his /her directorship, he/she will promptly notify the Company of any change in his / her directorships and provide such other disclosures and information as may be required under the applicable laws.

An Independent Director shall, upon becoming aware of any potential conflict of interest with his /her position as Independent Director of the Company, promptly disclose the same to the Chairman and the Company Secretary.