



HOTEL RUGBY LIMITED

TERM AND CONDITIONS FOR APPOINTMENT AS INDEPENDENT DIRECTOR

The appointment as Non Executive Independent Director shall be governed by the applicable provisions of the Companies Act, 2013 read with the rules applicable thereto, Articles of Association, Code for Independent Directors as per Schedule IV of the Companies Act 2013, relevant corporate codes, regulations, policies, SEBI Guidelines–Regulations, listing agreement executed with the stock exchanges etc. (as amended from time to time) [hereinafter referred to as ‘the Regulations’]. Anything not defined/ mentioned/ dealt with hereof shall be construed to have been adopted from the Regulations. Terms and conditions of the appointment shall be subject to change, revision, modification at the sole discretion of the Board of Directors. Please note that this is a contract of service and not a contract of employment.

1. Role, Duties, Responsibilities and Expectations

The primary role of the members of the Board is to provide guidance and to act in what they believe to be the best interests of the Company and its shareholders. The role, duties and responsibilities shall be in line with the applicable provisions and Schedule IV of the Companies Act, 2013 read with its Rules, Articles of Association, Listing Agreement and corporate code of conduct.

2. Committee Involvement

Board committees are formed when it is efficient or necessary to facilitate effective decision-making. In the event you are serving or may be serving on one or more Board Committee(s), it will be ensured by the Compliance officer, that you are made aware of the committee’s terms of reference and the responsibilities involved.

The Board may re-constitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to you. In such an event you may also serve on other Committees of the Board.

3. Terms of Appointment

The appointment & re-appointment are as per the provisions of sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the listing agreement. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable Regulations.

As an Independent Director you are not liable to retire by rotation.

4. Disclosure of Interest

In compliance with the requirements of the Companies Act, 2013, you are required to make certain disclosures related to and/or which might affect your role as a Director. These include:

- Giving notice to the Board of any relevant or material personal interest or conflict in relation to the affairs or business of the Company;
- Promptly advising details of any interests, or changes thereto, in the Company's securities.

5. Board and Individual Director Evaluation Processes

You will participate in reviewing the performance of Non-Independent Directors and the Board as a whole, performance of the Chairperson and other independent Directors on an annual basis. Your performance evaluation shall be done by the Board of Directors without your participation.

6. Shareholdings by Directors in the Company & Prohibition on Insider Trading

When transacting in the securities of the Company, Directors are expected to strictly observe the provisions of the Company's constitution, the Company's own internal rules, codes including 'Code of Conduct for Prevention of Insider Trading' and all relevant legislative and regulatory procedures including, in particular, Stock Exchange listing requirements. The Code of Conduct for Prevention of Insider Trading deals with securities trading provisions. You will be required to affirm compliance with the Code on an annual basis.

In case of any clarification, please feel free to get in touch with the Company Secretary.

7. Timing and location of Board Meetings and time commitment

The Board normally meets at least once in every quarter or more, at the sole discretion of the Board of Directors. Meetings usually take place at the Company's corporate office in Mumbai. The duration of each meeting are typically runs from few hours to an entire day depending on the agenda of the meeting.

8. Remuneration

No Remuneration will be paid for sitting fees for attending the Board and Committee meetings.

9. Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or after determination of your appointment (by whatever means) to third parties except as permitted by law.

