

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR

The Terms of Appointment, shall in any event be subject to the provisions of the Companies Act, 2013 and Articles of Association of the Company. The broad terms and conditions covering the appointment of Independent Directors ("ID) are set out as under:

1. Term of Appointment:

The appointment as an Independent Director on the Board of the Company shall be for a term of XX years from DD/MM/YYYY to DD/MM/YYYY, unless terminated earlier.

Independent Director shall not be liable to retire by rotation. Such appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013.

2. Committees of the Board:

The Board of Directors (the Board) may, if it deems fit, invite ID to serve on one or more of the Board Committees. The appointment on such Committee (s) will be subject to applicable regulations.

3. Expectations of the Board:

- (i) The ID is expected to attend the meetings, bring objectivity and independence of view to the Board's discussions in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.
- (ii) The ID is expected to give required disclosure including Annual declaration of meeting the criteria of Independence, as prescribed under the Companies Act, 2013. Any change in the declarations/disclosures submitted, shall be updated promptly to the Company.
- (iii) The ID must apply the highest standard of confidentiality and not disclose to any person or Company, whether during the course of Appointment or at any time after termination, any confidential information concerning the Company and any group Companies with which the ID comes into contact by virtue of their position.

Registered Office

Sri Kauvery Medical Care (India) Limited
(Formerly known as Sri Kavery Medical Care (Trichy) Limited.)
New No. 17A, Old No. 8A, Murray's Gate Road, Alwarpet, Chennai - 600 018
CIN: U85110TN1997PLC039491 P : 044 - 6173 4700
E: companysecretary@kauveryhealthcare.com W : www.kauveryhospital.com

4. Role, Responsibilities and Duties along with Accompanying Liabilities:

An Independent Director's role will be crucial in providing valuable insights, timely guidance, and independent judgment to the Board. The duties and liabilities that comes with the appointment would be as specified in the Companies Act, 2013 or any other applicable law in force. The duties and responsibilities of an Independent Director are specified in Companies Act, 2013, which includes, but are not limited to, the following:

1. Participating actively and constructively in Board meetings, Committee meetings, and other relevant discussions.
2. Offering impartial advice and perspective on matters related to corporate governance, strategy, risk management and compliance.
3. Monitoring and evaluating the company's performance, including financial performance, financial controls and risk management systems, and providing feedback and recommendations to enhance shareholder value.
4. Safeguarding the interests of all stakeholders and ensuring ethical conduct and compliance with laws, regulations and corporate policies.
5. The Independent Director shall not engage in any business relationship or activity which might conflict the interest of the Company. In case of potential conflict of interest, such director must at the earliest opportunity make full disclosure of all facts and circumstances and shall ensure the Company's interest are protected.
6. The Independent Director shall abide by the 'Code For Independent Directors' as outlined in Section 149(8) and Schedule IV of the Companies Act, 2013.
7. The Independent Director shall hold and attend at least one Independent Directors' meeting in a financial year as required under Schedule IV of the Companies Act, 2013.

5. Fees and Remuneration:

The Independent Directors are entitled to sitting fees and reimbursement of expenses for participation in the Board and Committee meetings in which they are a member.

6. Directors and Officers (D&O) Insurance:

The Company has Directors' and Officers' liability insurance (to a limited extent) and it is intended that the Company will assume and maintain such cover for the full term of the appointment.

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