

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

In accordance with the provisions of Companies Act, 2013 (Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the terms and conditions of appointment of the Company's Independent Directors are reproduced hereunder:

1. Terms of Appointment:

The term of appointment of an Independent Director (ID) of the Company is for a period of 5 consecutive years from the date of his/ her appointment.

Independent Director is not liable to retire by rotation.

Re-appointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the Members. The re-appointment would be considered based on the outcome of the performance evaluation process and the Independent Director continuing to meet the independence criteria.

The Independent Director will not be an employee of the Company and the appointment letter shall not constitute a contract of employment. The Directors will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and / or as approved by the Members from time to time.

2. Roles and Duties:

As Members of the Board, they along with the other Directors, will be collectively responsible for meeting the objectives of the Board which inter alia, include:

- Requirements under the Companies Act, 2013, as amended or re-stated for the time being in force.
- Responsibilities of the Board as outlined in the SEBI LODR as amended from time to time
- Accountability under the Director's Responsibility Statement.

He/ She shall comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.

Independent Directors shall also be taking sufficient care to perform duties specified in the 'Code for Independent Directors' under Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement (including any modification or re-enactment of the same) that come with such an appointment along-with accompanying liabilities.

They are particularly requested to provide guidance in their area of expertise.

During the Term, they shall promptly intimate the Company Secretary and the Ministry of Corporate Affairs in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

3. Expectation of the Board from the appointed Director

An Independent Director is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

FUNDVISER CAPITAL (INDIA) LIMITED

(CIN NO. L65100MH1985PLC205386)

602, Orbit Plaza, New Prabhadevi Marg, Prabhadevi, Mumbai - 400 025

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They will be expected to attend meetings of the Board and Board Committees in which the ID is a member as well as Members' meetings and to devote such time as appropriate to discharge their duties effectively. Ordinarily, all meetings are held at the Registered Office in Mumbai.

Considering the nature of the role of a Director, it is difficult for a Company to lay down specific parameters on time commitment. By accepting the appointment, the Directors confirm that they agree to devote such time as is prudent and necessary for the proper performance of their roles, duties and responsibilities as Independent Directors.

4. Code of Conduct and Business Ethics for Board of Directors and Insider Trading Code

The Board has put in place a Code of Conduct and Ethics for Board of Directors (Code). Independent Directors shall abide by the Code.

An annual affirmation of compliance is required to be provided by the Independent Directors on the same.

Directors shall also comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Code of Conduct for Prevention of Insider Trading of the Company.

The Directors shall not make use of unpublished price sensitive information.

Additionally, Independent Directors shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company.

5. Directors' Fees/ Remuneration

A sitting fee will be paid as may be determined by the Board from time to time, for attending meetings of the Board and the Committees of which they are members as per the provisions of Section 197 of the Act 2013 and the Articles of Association of the Company. In determining the amount of this commission/sitting fees, the Board, supported by the Nomination and Remuneration Committee, may consider performance of the Company and their performance as evaluated by the Board.

The ID will be entitled to claim reimbursement of all his/ her travelling, hotel and other incidental expenses incurred by him/ her for attending Board/Committee Meetings, General Meetings, Court convened Meetings, Meetings with Shareholders/Creditors/ Management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors as per the provisions of the Act.

6. Training and Development

The Company shall conduct Familiarization Programs for its Independent Directors which may include any or all of the following:

- Board roles and responsibilities, whilst seeking to build working relationship among the Board members,
- Company's vision, strategic direction, core values, ethics and corporate governance practices,
- Familiarization with financial matters, management team and business operations,
- Meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company may, as may be required, support Directors to continually update their skills and

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knowledge and improve their familiarity with the Company and its Business.

7. Disclosures, other directorships and business interests

During the Term, the ID agrees to promptly notify the Company of any change in their directorships, Memberships and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Director of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the Act, upon any change in circumstances which may affect their status as an ID.

During the Term, they shall promptly intimate the Company Secretary and the Ministry of Corporate Affairs in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

8. Confidentiality

All information acquired during the appointment is confidential to the Company and should not be released, either during the appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, Director shall surrender any documents and other materials made available to them by the Company.

Attention is also drawn to the requirements under the applicable regulations and the Insider Trading Code which is concerned with the disclosure of price sensitive information and dealing in the securities of the Company. Consequently Director should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Company Secretary.

Unless specifically authorized by the Company, the Independent Director shall not disclose Company and business information to public constituencies such as the media, the financial community, employees, members, agents, franchises, dealers, distributors and importers.

9. Termination

Independent Directors may resign from their position at any time by giving a notice in writing to the Company stating the reasons for resignation and if they wish to do so, they are requested to serve a reasonable written notice on the Board.

Continuation of their appointment is contingent on getting re-elected by the members in accordance with provisions of Act, the Rules framed thereunder and the Articles of Association of the Company, from time to time in force. They will not be entitled to compensation if the members do not re-elect them at any time.

Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of their term (subject to compliance of relevant provisions of the Act and SEBI LODR upon:

- Violation of any provision of the Code of Conduct as applicable.
- Upon the Director failing to meet the criteria for independence as envisaged in the Act or the SEBI LODR.

Their appointment may also be terminated in accordance with the provisions of the Articles of

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Association of the Company from time to time in force.

10. Performance evaluation of Independent Directors

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The re-appointment of independent director shall be on the basis of report of performance evaluation. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

11. Miscellaneous

Independent Directors shall give an annual declaration as required under the provision of Section 149(7) of the Act and the rules made thereunder.

An Independent Director shall not serve as an Independent director in more than seven Listed Companies as may be stipulated by the Listing Agreement or any other law of the land, for the time being in force.

Further, an Independent Director who is serving as a Whole Time Director in any Listed Company shall not serve as an Independent Director in more than Three Listed Companies or such number of Listed Companies as may be stipulated by the Listing Agreement or any other law of the land, for the time being in force.

For Fundviser Capital (India) Limited



Prem Krishan Jain
Whole-Time Director
[DIN: 09304822]