

CES LIMITED TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS.

The terms and conditions of appointment of Independent Directors of CES Limited (Company) are subject to the applicable provisions of the Companies Act, 2013 (“the Act”) and LODR Regulations 2015, as amended from time to time, the Articles of Association of the Company. The effect date is 1st April, 2016.

The following are the details of Independent Directors of the Company.

S. No.	Name of the Independent Director	DIN No.
1	Shri Duruvsasan R	00223052
2	Shri Tummala Murali Krishna	01889806

The major terms and conditions of appointment of the above Independent Directors are as under:

1. Term of Appointment:

The appointment of Independent Directors are for a period of 5 (five) years from the date of their respective appointment. The Independent Directors are not liable to retire by rotation. Re-appointment at the end of their tenure shall be considered by the Board of Directors (“the Board) based on the recommendation of the Nomination and Remuneration Committee and the performance evaluation process, subject to the Directors continuing to meet the independence criteria.

The Independent Directors may be nominated to be a Member or Chairman of any one or more Committees in the Company

2. Role, Functions and Duties:

The role, functions and duties of the Independent Directors shall be in accordance with the provisions of Schedule IV (Code for Independent Directors) to the Act, which *inter alia* includes:

- As members of the Board, the Independent Directors along with other Directors will be collectively responsible for meeting the objectives of the Board, viz.,
 - a. Requirements under the Act and Rules framed thereunder.
 - b. Responsibilities of the Board in relation to Corporate Governance as outlined in LODR (Regulations)2015.
 - c. Accountability under Directors’ Responsibility Statement which forms part of the Board’s Report to the shareholders.
 - d. Review of Companies business strategy, financial plan and monitor the performance of the Company.
 - e. Safeguarding the interest of all stakeholders.
 - f. Advice and counsel the management in the respective area of expertise.

3. Remuneration:

The Independent Directors shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees payable shall be determined by the Board from time to time and as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and contribution of the Directors, as evaluated by the Board.

The Sitting Fees for Independent Directors are as follows:

S. No.	Particulars	FEES
1	Board meeting	Rs.10,000/-
2	Committee meeting	RS.5000/-

Further, the Company may reimburse the Independent Directors such expenditure, as may be incurred by them while performing their role as an Independent Director of the Company, including expenditure incurred by them for travel, accommodation or any out-of-pocket expenses for attending Board / Committee Meetings, General Meetings, Court Convened Meeting, meetings with Shareholders / Creditors / Management, site visits, induction and training programs.

4. Code of Conduct:

The Independent Directors of the Company shall comply with CES Model Code of Conduct for its Code for Independent Directors.

Unless specifically authorized by the Company, the Independent Directors shall keep confidential all information concerning the Company and shall not divulge or disclose the same to any person during the term of their appointment. Their obligation of confidentiality shall survive cessation of their directorships with the Company.

The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and CES's Code of Conduct for Prevention of Insider Trading, as amended from time to time, prohibiting disclosure or use of unpublished price sensitive information shall be applicable to the Independent Directors.

5. Training and Development:

The Company would provide necessary support to Independent Directors in updating their skills and knowledge with respect to the IT industry and to improve their familiarity with the Company and its business. The Company may, if required, will conduct formal training program for its Independent Directors.

6. Performance Appraisal / Evaluation Process:

The performance of the Independent Directors will be evaluated from time to time. Evaluation of each Director shall be done by all the other Directors. The actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committees.

7. Disclosures:

During the tenure of their directorship, the Independent Directors shall notify promptly the Company of any change in their directorships and shall provide all disclosures and information as may be required under the applicable laws. They shall also upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, promptly disclose the same to the Chairman of the Board or the Company Secretary.

8. Disengagement:

The Independent Directors may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

The directorship of Independent Directors on the Board shall cease in accordance with the provisions of the Companies Act, 2013 or other applicable laws. The Company may disengage the Independent Directors prior to completion of their terms (subject to compliance of relevant provisions of the Act) upon:

- their violating any of the provisions of the CES's Code of Conduct applicable to the Independent Directors
- the Independent Directors failing to meet the criteria for independence as envisaged in Section 149(6) of the Companies Act 2013 and LODR Regulations 2015, as amended from time to time.