

**GENERAL TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT
DIRECTORS OF MAXIMAA SYSTEMS LIMITED**

Duration of Appointment:

In accordance with the provisions of Section 149 of the Companies Act, 2013 and the relevant rules framed thereunder and the SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014, and other applicable laws, the directors will serve as Independent Directors on the Board till 31st March, 2019.

Independent Director may resign by notice in writing at any time. It is desirable that he gives the Chairman a valid reason of his intentions to resign or to not seek re-appointment. He may be required to vacate office for any reason pursuant to any provisions of the Companies Act, 2013.

Remuneration & Expenses:

No sitting fees is payable to the Independent Director for attending the Board Meeting. The Sitting Fees if paid in future shall be pursuant to the provisions of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

Independent Director will be reimbursed for all approved expenses incurred by him in performance of his duties as per the provisions of the Companies Act, 2013 in accordance with the Companies rules and policy.

In addition, the Independent Director would be requested to perform other work for the Company, outside the scope of usual Directors' duties and he may be entitled to additional remuneration as agreed with the Chairman at that time.

Commitments:

A. Independent Director:

An Independent Director will be expected to devote such time as is necessary for the proper performance of his duties and as an Independent Director, he will be involved in a number of Board and Committee Meetings each year. He should strive to attend all the scheduled quarterly Board Meetings General Meetings, Committee Board Meetings and other meetings or attendance as necessary.

As an Independent Director he should be Present in at least one meeting in a year.

B. The Company

The Company shall provide Independent Director with adequate notice of the dates of proposed Board Meeting, General Meetings and Committee Meeting. As per the provisions of the Companies Act, 2013 the Company is expected give Independent Director an advance notice of minimum 7 days of every Board Meeting and Committee Meeting.

A Meeting of the Board may be called at shorter notice to transact urgent business.

Code of Conduct, Functions and Duties:

Independent Director will be expected to perform duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of his role and knowledge, skills and experience. He will have all the usual duties of Independent Director under the Company law and the Listing Agreement, including attendance at Board Meetings, the Annual General Meetings, Meetings of Independent Director, Meeting with Investors and Shareholders and other Board Events such as site visits, together with such additional duties, as may be agreed with the Board, and which may relate with the business of the Company or any other member of the group.

As Director of M/s. Maximaa Systems Limited, an Independent Director will have legal duties and obligations under Companies Act, 2013, it is expected that he will familiarize himself with the relevant Directors' Duties, roles and responsibilities as set out in **Annexure 1**.

Liability:

As an Independent Director he will be liable only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board Processes, and with his consent to connivance or where he had not acted diligently.

Conflict of Interest:

By accepting this appointment Independent Directors will be deemed to have confirmed that any other position he holds including his directorship in other organisations, shall not give rise to any conflicts of Interest in relation to his appointment as an Independent Director of the Company.

As an Independent Director he shall not engage in activity/ies that is not expected from him as an Independent Director.

Disclosures:

An Independent Director shall be required to submit certain information in a prescribed format on a defined periodicity.

An Independent Director is required to disclose to the Company his interest and any matters which affect his independence.

During his tenure as an Independent Director he is required to give a declaration that he meets the criteria of Independence every financial year as provided under section 149 of the Companies Act, 2013.

He is required to abide with Code for an Independent Director (**Enclosed as Annexure 1**).

Directors' Insurance:

The Independent Directors will be entitled to coverage under Directors & Officers liability Insurance as per the Company's rules.

It is intended to maintain such insurance cover for the Term of their appointment, subject to the term of such Policy in force from time to time.

Confidentiality and Access to Company Records:

Under Company law, a Director have a right to access to Company's documents and records, including financial records.

Any confidential information which may come to his knowledge in the Performance of his duties as a Director of the Company must not be divulged, except so far as:

- a. May be necessary in connection with the proper performance of his duties to the Company;
- b. The Company may from time to time authorise him to disclose such information as may be required by him with the condition that he will take a reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company;
- c. He may be required by law to disclose.

Note: These are the general terms and conditions of appointment of Independent Directors pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder and Listing Agreement to the extent applicable which are subject to modification / amendments from time to time.

Annexure 1

[See Section 149 (8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.