



Apollo International Limited

Terms and Conditions for Appointment of Independent Director

Confirmation of the requirements of the provisions of Section 149 (6) of the Companies Act, 2013

As an Independent director, in compliance with applicable laws, you shall be required to confirm the requirements of Section 149 (6) of the Companies Act, 2013.

Pursuant to Schedule IV of the Companies Act, 2013 Independent Director (ID) shall be appointed with the following Terms and Conditions:

Professional Conduct for Independent Director.

As an Independent Director, in compliance with applicable laws, you shall be required to adhere the followings:-

S.No	Requirements
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

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



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Re-Appointment

1. In compliance with the provisions of Section 149(13) of the Companies Act, 2013 and rules framed thereunder (the “Companies Act”), your directorship will not be subject to retirement by rotation.
2. The Re-Appointment will be subject to the applicable provisions of the Companies Act and rules framed thereunder and the Company’s Articles of Association.
3. You will be identified as an Independent Director in the annual report and other documentation.

Committee Membership

The Board of Directors may invite you to join any one or more of the Committees namely (a) Audit Committee, (b) Nomination and Remuneration Committee and (c) Corporate Social Responsibility Committee, as a Member or Chairperson of such Committee(s) of the Board. The Board may also invite you to join any other Committee which the Board may constitute in the future. Your appointment as a Member/ Chairperson of any Committee of the Board, whether existing or in the future shall be subject to the applicable regulations and laws under the Companies Act.

Participation in the meeting of Independent Director

As an Independent Director you will participate in the meeting of the Independent Directors separately without the presence of Non-Independent Directors and Members of the Management.

Status of Re-Appointment

You will not be an employee of the Company. Further, will not be entitled to any stock option offered by the company as per the compliance of the provisions of Companies Act, 2013.

Time Commitment and expectation from the board

- As an Independent Director on the Board you are expected to bring 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, risk management and ensuring the highest standards of financial probity and corporate governance.

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- Generally, in a particular financial year, the Board meets 4 times –with a maximum gap of 120 days between two meetings. The General Meeting is held in New Delhi and the Board Meetings and Committee Meetings are generally held at Corporate Office in Gurgaon. The Committee meetings are generally scheduled before or after the Board Meetings. However, the Committees can meet as and when necessary in terms of the respective Charter of each Committee. You are expected to attend each and every Board Meeting, Committee Meeting and the Annual General Meeting of the Company during your tenure as an Independent Director on the Board. The Schedule of Meetings shall be communicated to you well in advance including any change in day, date, time and venue thereof to make it convenient for you to attend the meetings.
- By accepting the Appointment, you confirm that you are able to allocate sufficient time to meet the expectation from you by the Board and you will be able to discharge your roles and responsibilities to the satisfaction of the Board.

Role and Functions

As an Independent Director, in compliance with applicable laws, you would be required to fulfil the following functions:

S.No	Functions
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 the Board and management;
3.	Scrutinise the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance;
4.	Satisfy yourself 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

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	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.

Duties

As an Independent Director, you would also be required to fulfil the following duties as required under applicable laws:

S.No	Duties
1.	Undertake appropriate induction and regularly update and refresh your 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 Committee of which you are a member;
4.	Participate constructively and actively in the committees of the Board in which you are chairperson or member;
5.	Strive to attend the general meetings of the company;
6.	Where you 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 your concerns are recorded in the minutes of the Board meeting;
7.	Keep yourself 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 yourself that the same

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	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.	While acting within your authority, assist in protecting the legitimate interests of the Company, its shareholders and 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.