

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[SECTION 149(8) READ WITH SCHEDULE IV TO THE COMPANIES ACT 2013]

The terms and conditions of appointment of Independent Directors of Royal Sundaram Alliance Insurance Company Limited ("Royal Sundaram" or "the Company") are subject to the applicable provisions of the Companies Act, 2013 ("the Act"), and Rules framed thereunder, as amended from time to time.

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

1. Term of Appointment:

The appointment of Independent Directors shall be 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 and consenting to act as Director. The Independent Directors may be nominated by the Board to be a Member or Chairman of any one or more Committees of the Board.

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) Complying with the requirements under the Companies Act, 2013 and Rules framed thereunder.
- (b) Responsibilities of the Board in relation to Corporate Governance issued by IRDAI
- (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 monitoring the performance of the Company
- (e) Safeguarding the interest of all stakeholders
- (f) Advise 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. All Independent Directors shall be paid a sitting fees of Rs.10,000 per Meeting or such other amount as may be fixed by the Board from time to time.

Reimbursement of expenses for participation in the Board, sub-committees of the Board and General Meeting pertaining to travel, hotel and other incidental expenses incurred by them in the performance of their role and duties. is also permitted.



4. Training:

Suitable training at the time of appointment and later as and when needed and appropriate would be given.

5. Retirement Age:

Retirement would be governed by the Provisions of the Companies Act, 2013, Insurance Act, 1938 and the Rules and Regulations framed thereunder.

6. Evaluation:

Evaluation of Directors performance will be done by the Board of Directors. The criteria for evaluation is disclosed in the Company's Annual Report.

7. Director's and Officers Liability Insurance Policy:

The Company will arrange for suitable D & O Liability Insurance Policy cover to its Directors and Officer.

