



INDRAPRASTHA GAS LIMITED

Terms & Conditions of Appointment of Independent Directors

The terms and conditions of appointment of the following Independent Directors are subject to the extant provisions of the (i) applicable laws, including the Companies Act, 2013 (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Articles of Association of the Company:

S. No.	Name of Independent Director	From	To
1.	Dr. Shyam Agrawal	December 06, 2022	December 05, 2025
2.	Prof. Rajni Abbi	May 07, 2024	May 06, 2027
3.	Dr. Simrit Kaur	May 15, 2024	May 14, 2027

Appointment

The appointment will be for the period mentioned against their respective names ("Term") and subject to annual performance evaluation in the Board. As an Independent Director, they shall not be liable to retire by rotation.

During their tenure as an Independent Director, they may be requested to serve on one or more of the Committees of the Board.

Role & Duties

The aforesaid Independent Directors shall:

- (i) Ensure compliance of the applicable laws including the prescribed Code for Independent Directors under schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Provide their expertise and experience in the functioning of the Board and the Committees of the Board with the terms of reference approved by the Board.
- (iii) Strive to attend all meetings of the Board of Directors, Board Committees in which they are member and the General Meetings of the Company. Also, hold not less than one meeting in a year without the attendance of Non-Independent Directors and members of management.
- (iv) Maintain independent status and make requisite disclosures as prescribed under the applicable laws. Independent Directors shall also maintain confidentiality of information pertaining to the business and affairs of the Company.

(v) Not indulge in any insider trading of the Company's shares, should not have any direct or indirect interest that conflicts with the interest of the Company, shall not achieve any undue gain or advantage from the Company either to himself or to his relatives, partners or associates.

Fees/Commission

They shall be entitled to remuneration by way of sitting fees for attending meetings of the Board, or Committee thereof, together with reimbursement of expenses for participation in the Board and Committee meetings. They shall also be entitled to commission on profit as decided by Board of Directors from time to time and as per applicable provisions of Companies Act, 2013.

Code of Conduct

During their appointment, they shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company.

Insurance

The Company provides Director's Liability Insurance.