



BIRLA ERICSSON OPTICAL LTD.

Terms & Conditions of Appointment of Independent Directors

1. The Appointment has been made for a term upto 31st March, 2019.
2. You will devote sufficient time to the affairs of the Company while functioning as an Independent Director as would be required to help the company to achieve its objectives.
3. As per the legal provisions, you will discharge your duties as per the provisions of Companies Act, 2013, read with Rules made there under, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, Listing Agreement, Articles of the Company and other Statutes as may be applicable from time to time.
4. The Company will maintain a Directors and Officers (D and O) Insurance Policy to pay for the personal liability of the Directors for claims made against them while serving on the Board of the Company.
5. The Company has adopted Code of Conduct of the Company for its Directors and Senior Management Personnel which is applicable to Independent Directors. Independent Directors are also expected to abide by the Code for Independent Directors as per Schedule IV of the Companies Act, 2013.
6. As an Independent Director you will be expected not to :
 - (a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
 - (b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the company.
 - (c) assign your office and any assignment so made shall be void.
7. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of Companies Act, 2013 and any amendments /subsequent legislation applicable to such appointments.
8. As per the provisions of Companies Act, 2013, your performance as an Independent Director will be reviewed by the Board on an annual basis.
9. Your attention is drawn to the requirements of SEBI (Prohibition of Insider Trading) Regulations 1992 in respect of disclosure of price-sensitive information. Consequently you should not make any statements and/or enter into transactions that might risk a breach of these requirements.