

TRINITY LEAGUE INDIA LIMITED

Terms & Conditions of Appointment of Independent Directors

1. **Terms of Appointment:** As on date, following Independent Directors have been appointed as Independent Directors of Company:

- (i) Shri Shashank Chandok appointed for a term of five consecutive years, w.e.f. 25th September 2018.
- (ii) Shri Neeraj Jha appointed for a term of five consecutive years, w.e.f. 10th December 2021.

2. **Duties:** The aforesaid Independent Directors (INDs):

(i) are requested to ensure compliance of the applicable laws including the prescribed Code for INDs under schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) are expected to provide his/her 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) will endeavour to attend all meetings of the Board of Directors and of the Board Committees of which he/she is a member and also the general meetings of the Company and hold at least one meeting in a year without the attendance of Non-Independent Directors and members of management.

(iv) have to maintain independent status and make requisite disclosures as prescribed under the applicable laws. INDs to also maintain confidentiality of information pertaining to the business and affairs of the Company.

(v) shall not indulge in any insider trading in 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/herself or to his/her relatives, partners or associates.

3. **Code of Conduct:** INDs shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company.

4. **Remuneration:** INDs shall be paid sitting fees and be entitled to reimbursement of expenses for attending the Meetings of the Board/Committee(s) of the Board and also entitled to Profit sharing commission as may be decided by the Board from time to time.
