



## **Terms & Conditions of appointment of Independent Directors.**

### **A. Terms of Appointment:**

Pursuant to the Articles of Association of the Company, the Directors of the Company, including Independent Directors, are appointed by the President of India acting through the administrative ministry, i.e., the Ministry of New & Renewable Energy, Government of India.

The appointment of Part-time Non-official (Independent) Directors of the Company is subject to such terms and conditions as suggested by the Department of Public Enterprises (DPE) and as deemed fit by the President of India from time to time, in accordance with the Articles of Association of the Company.

### **B. Tenure/Period of Appointments:**

The Independent Directors of the Company are generally appointed by the President of India for a period of three years from the date of notification of their appointment or till further orders.

### **C. Directors' Fees/ Remuneration**

The Independent Directors are paid sitting fees for attending the meetings of Board/Committees of the Company, besides payment of TA/ DA as per rules of the Company. The sitting fees is decided by the Board of Directors of IREDA from time to time, which is well within the limit prescribed under the Companies Act, 2013 and DPE Guidelines.

### **D. Code of Conduct and Business Ethics for Board of Directors and Insider Trading Code:**

The Independent Directors are required to comply with the applicable provisions of the Companies Act, 2013, SEBI Regulations, DPE Guidelines and various policies of the Company including the "Code of Business Conduct and Ethics for Board Members and Senior Management", "Code of Conduct for Regulating, Monitoring and Reporting Trading by Designated Persons and their Immediate Relatives and for Fair Disclosure" etc.