



Taneja Aerospace and Aviation Limited

Thally Road, Denkanikottai, Krishnagiri Dist.,

Belagondapalli - 635 114, Tamil Nadu

Tel.: + 91 04347 233509

Fax: + 91 04347 233414

E-mail: secretarial@taal.co.in

Website: www.taal.co.in

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 ("Act"), the terms and conditions for the appointment of Independent Directors are as follows:

The terms of your appointment, as set out in this letter, are subject to the extent provisions of the applicable laws, including the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Articles of Association of the Company.

Appointment:-

Your appointment is up to the conclusion of the (as mentioned in appointment letter) Annual General Meeting of the Company.

Role on the Board:-

You are expected to provide your expertise and experience inter alia in the fields of strategic planning, management, sales, marketing and corporate governance including Board best practice, in the functioning of the Board and the committees of the Board you may be nominated. In addition to routine Board meetings you should allow time for committee meetings, preparatory work and travel and ensure that you are in a position to make the necessary overall time commitment.

You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

Duties and Liabilities:-

The duties and liabilities that come with your reappointment would be as per the Companies Act, 2013 including Schedule IV to Companies Act, 2013 and Rules thereunder, SEBI (LODR) Regulations, 2015, Company's policies and the Articles of Association of the Company.

Directors and Officers Insurance:-

The Company has in place the Directors and Officers (D&O) Liability Insurance Policy and it is intended to maintain such cover for the term of your appointment, subject to the terms of such policy in force from time to time.

Code of Conduct:-

As an Independent Director, you will abide by the Company's Code of Conduct for Board Members and Senior Managers ('Code of Conduct') and the Code of Conduct for Prevention of Insider Trading ('Insider Trading Code') as attached herewith.

You are requested to make timely disclosures under the Code of Conduct and the Insider Trading Code and ensure compliance with all the requirements under the same.

Further, you are also requested to refrain from doing such acts/ activities as may be prohibited under the aforesaid Code of Conduct and the Insider Trading Code.



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Remuneration:-

You will be entitled to sitting fees for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

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