

V.B. DESAI FINANCIAL SERVICES LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR

The terms and conditions of the appointment are as follows:

1. Tenure:

The Independent Director shall hold the office of up to (5) five consecutive years' subject to member's approval in the General Meeting as provided under the provisions of Sections 149, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) on following terms and conditions:

2. Cessation from the office of the Board of Directors:

At any time, the Independent Director may resign, if he/she so desire, by giving a written notice to the Board of Directors of the Company. However, upon occurrence of any one or more of the following events, he/she will cease to be an Independent Director of the Company:

- Vacation of Office under Section 167 of the Companies Act, 2013
- Incurring any Disqualification under Section 164(2) of the Companies Act, 2013.
- Non-compliance with the agreed Code of Conduct and other Policies of the Company.
- Non-compliance with the requirements of the Companies Act, 2013

3. Role and Duties:

The role, functions, duties and guidelines for professional conduct to be adhered by an Independent Director is set out in the Code of Conduct of the Company as constituted as per the SEBI (LODR) Regulations, 2015 and amendments thereof.

He/she is expected to participate in all the Board Meetings and also attend Shareholders' Meetings.

4. Remuneration:

He/she will be paid sitting fees as determined by the Board from time to time, for attending meetings of the Board and meetings of Independent Directors.

5. Independent Advice:

Subject to Board's consent, he/she may seek independent professional advice, at Company's expense, on any matter connected with the discharge of responsibilities as a director. Copies of this advice must be made available to and for the benefit of all Board Members.

6. Confidentiality:

In his/her role as a Director, he/she will be in possession of confidential information about the Company and its affairs. She may only use such information for performance of duties or as required by law.
