



SBI DFHI Limited

एस बी आई डी एफ एच आई लिमिटेड

Terms and Conditions for appointment of Independent Directors

The terms of appointment of Independent Directors are subject to the extant provisions of the applicable laws, including Companies Act, 2013, Rules made thereunder, Articles of Association of the Company ("AOA"), guidelines, Circulars / Notifications etc. that may be issued by Reserve Bank of India from time to time.

Governing Clause: The Director shall abide by the 'Code For Independent Directors' as outlined in Schedule IV and Section 149 (8) of Companies Act, 2013, and duties of Directors as provided in Section 166 of Companies Act, 2013 and Articles of Association of the Company.

Role, Duties and Responsibilities:

As member of the Board, along with the other Directors, The Director will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013
- Accountability under the Directors' Responsibility Statement
- Taking decisions objectively and solely in the interests of the Company
- Guiding the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes required, if any
- Guiding the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions
- Guiding the Board in ensuring the integrity of the Company's accounting and financial reporting systems including independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards
- Protecting and enhancing the image of SBI DFHI Limited
- Guiding the Company in the area of your expertise

Membership of Committees: The Board of Directors has constituted the Committees of the Board and accordingly, the Directors shall be appointed as members of these Committees. This would continue until the next reconstitution by the Board of Directors.

Time Commitment: The Director shall devote such time as is prudent and necessary for the proper performance of his/her role, duties and responsibilities as an Independent Director.



sbidfhi.co.in

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+91 22 4002 2917

admin@sbidfhi.com

नोंदणीकृत आणि मुख्य कार्यालय:

५ वा मजला, मिस्त्री भवन,
१२२, दिनशाँ वाच्छा रोड,
चर्चगेट, मुंबई - ४०० ०२०
महाराष्ट्र, भारत

पंजिकृत एवं मुख्य कार्यालय:

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महाराष्ट्र, भारत

Regd. and Head Office :

5th Floor, Mistry Bhavan,
122, Dinshaw Vaccha Road,
Churchgate, Mumbai - 400 020.
Maharashtra, India

Remuneration: An Independent Director shall be paid sitting fees for attending the Board Meetings and Committee Meetings in which he/she is a member. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time. Further, the Company may pay or reimburse such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as an Independent Director of the Company.

Model Code of Conduct: All Directors are required to sign a confirmation of compliance of the Code of Conduct on annual basis.

Disclosures, other Directorships and business interests: During the term, the Director may promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws. The Director also agrees that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, he/she shall promptly disclose the same to the Company.

During the term of the Director, he/she agrees to provide a declaration at the beginning of every Financial Year under Section 149 (7) of Companies Act, 2013, stating that he/she meets the criteria of Independence as per Section 149 (6) and also upon any change in circumstances which may affect his/her status as an Independent Director and other disclosures that may be required by Reserve Bank of India, State Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, Stock Exchanges etc.

Performance Appraisal/ Evaluation Process: As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report.

Termination: The Directorship on the Board of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in Companies Act, 2013, your Directorship may be terminated for violation of any provision of the Company's Code of Conduct as applicable to the Board of Directors.



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