



ATLANTA LIMITED

Terms and conditions of appointment of an Independent Director (“Appointment”) of Atlanta Limited (the “Company”)

The Terms and Conditions of Appointment of Independent Director shall be subject to the Provisions of Companies Act, 2013 and Article of Association adopted by the Company

1) Terms of Appointment of Independent Director

The tenure / terms of appointment of Independent Director shall be subject to the approval of Shareholders in the General Meeting & would be in line with the applicable laws.

2) Sitting Fees of Independent Directors

The Independent Director would be entitled for sitting fees and commission as may be determined by the Board of Directors of the Company in accordance with the provisions of law for the director’s services as an Independent Director. In addition to the fee/commission described above, the Company will reimburse the Independent Director for all reasonable and properly documented expenses he/ she incurs in performing his/her role as an Independent Director.

3) Fiduciary Duties of Independent Director

The Duties and Liabilities of the Independent Director are disclosed in the Code adopted by the Company for Independent Director as per Schedule IV Section 149(8) of the Companies Act, 2013.

4) Appointment as a Member/ Chairman of Committees of Board of Director

The Independent Director may also be appointed as a member/chairman of any committee of the board, as may be determined by the board of directors of the Company from time to time. Such appointment shall be made in consultation with such independent director.

5) Evaluation

As a member of the Board, the performance of the Independent Director is subject to evaluation by the other Board of Director’s of the Company. The Evaluation criteria shall be laid down by the Nomination & Remuneration Committee. The Criteria for evaluation shall be disclosed in the Annual Report.

6) Other Directorship of Independent Director

During the tenure, the Independent Director shall promptly notify the Company of any change in his/her Directorship, and provide such other disclosures as may be required under applicable laws. In addition to the above, the Directors are also responsible to disclose any conflict of Interest with the position of his/her Directorship in the Company or any contract or subject matter in which he /she is interested.

7) Code of Conduct

During the Term, the Independent Director will comply with the Code of Conduct adopted by the Company and such other policies/ requirements as the Board of Directors may from time to time specify.