

**GENERAL TERMS AND CONDITIONS OF APPOINTMENT OF
INDEPENDENT DIRECTORS**

Preamble

The terms of appointment of the non-official Independent Directors are governed by the provisions of the Department of Atomic Energy letter No..... dated, Atomic Energy Commission Guidelines for NPCIL, 2008, Companies Act, 2013 and Rules made thereunder, Articles of Association of the Company and all such laws as may be applicable to the Company and any amendments thereon, from time to time (hereinafter referred to as "Applicable laws").

1. Appointment

- 1.1 Vide the above mentioned DAE letter, you are appointed as non-official Independent Director on the Board of the Company w.e.f 28th June 2013.
- 1.2 In the Annual General Meeting of NPCIL held on, the Shareholders of the Company has also appointed you as non-official Independent Director for the period from to in pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.
- 1.3 Your appointment shall be for a period of three years from the date of appointment or until further orders, whichever is earlier.
- 1.4 As an Independent Director you shall not be subject to retire by rotation.

2. **Board Committees**

During the tenure of your office, the Board may, if it deems appropriate, co-opt you on one or more existing Board Sub-Committees or any such Committee that is set up in the future and you shall perform such functions which is included in the scope of the respective Committee. Your appointment on such Committee(s) will be subject to the Applicable Laws.

3. **Role, Duties, Responsibilities and Liabilities**

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently applying your extensive knowledge, skills and experience. Your Role, Duties, Responsibilities and Liabilities as an Independent Director shall be in accordance with the Applicable Laws and also in line with Role & Responsibilities of non-official Directors on the Boards of CPSEs communicated by DAE vide letter No.12/2/2013-Power/1409 dated 29th January 2013.

You shall abide by the Code for Independent Directors under the Applicable Laws, Code of Conduct of the Company and Code of Corporate Disclosure Practice and any other Code as may be applicable in relation to your appointment from time-to-time.

4. **Separate meetings**

- i. In compliance of provisions of Para VII of Schedule IV to the Companies Act, 2013 -
 - a. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management.

- b. All the independent directors of the company shall strive to be present at such meeting.
 - c. The scope of such meeting shall be as prescribed in the Companies Act, 2013.
- ii. In compliance with provisions of DAE letter No.12/2/2013-Power/1409 dated 29th January 2013.
 - a. The non-official directors of the company shall hold at least one meeting in a year, without the attendance of Functional and Government directors and members of management;
 - b. All the non-official directors of the company shall strive to be present at such meeting;
 - c. The scope of such meeting shall be as prescribed in the captioned communication.

5. **Remuneration**

As an Independent Director you will be entitled to sitting fees for attending the meetings of Board and committees as approved by the Department of Atomic Energy.

The Company shall reimburse you all travelling, hotel, and other incidental expenses reasonably incurred by you in performance of your duties as an Independent Director in accordance with the Company's rules and policies.

6. **Familiarisation programme**

The Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

7. **Evaluation**

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated as per the provisions of Schedule IV to the Companies Act, 2013.

8. **Disclosures, other directorships and business interests**

The number of your Directorships in companies is subject to be provisions of Section 165 of the Companies Act, 2013.

During the term, you agree to 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. You also agree that upon becoming aware of any potential conflict of interest with your position as an Independent Director, you shall promptly disclose the same to the Chairman & Managing Director and the Company Secretary, which shall be disclosed to the Board at its next meeting. If any issue arises as to whether an assignment or position of an independent director is in conflict with your role, the decision of Department of Atomic Energy, Government of India, shall be final.

During your term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013 upon any change in the circumstances which may affect your status as an Independent Director as envisaged in the Applicable Laws.

9. **Confidentiality**

Any confidential information which may come to your knowledge in the performance of your duties as a Director of the Company must not be divulged, except so far as,

- a. may be necessary in connection with the proper performance of your duties to the Company.
- b. you may be required by the law to disclose.

10. Resignation / Termination

You may resign from your position at any time in the manner as prescribed in Section 168 of the Companies Act, 2013. Your resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later. In accordance with the provisions of the Companies Act, 2013, you are required to file a copy of your resignation with the Registrar of Companies within thirty days from the effective date of resignation.

As per DAE letter No..... dated your appointment can be terminated by Department of Atomic Energy, Government of India, at any point of time before the expiry of your term.

Note : These are the general terms and conditions of appointment of Independent Directors which are subject to modification / amendment.