



TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

RAJ TELEVISION NETWORK LIMITED

Registered Office: 32, Poes Road, Second Street, Teynampet, Chennai - 600018

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Terms and conditions of appointment of Independent Directors of the Company in accordance with the requirements of Schedule IV to the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Terms and conditions of appointment of Independent Directors:

Name of Independent Directors	DIN	Date of Appointment	Date of expiry of Tenure
Mr. Venkateswaran Sambamurthy	06988766	27-09-2019 (Re-appointed for a second term w.e.f. 27-09-2024)	26-09-2029
Mrs. Sridhar Bharathi	09354983	12-11-2021	11-11-2026
Mr. Subramanian Sivakumar	01692816	14-10-2024	13-10-2029
Mr. Pechimuthu Udayakumar	03353625	18-10-2025	17-10-2030
Mr. Krishna Singh Balaji Singh	11121323	18-10-2025	17-10-2030

1. TERM OF APPOINTMENT

The appointment of Independent Directors is for a period of 5 (five) years from the date of their respective appointment. The Independent Directors are not liable to retire by rotation. Re-appointment at the end of their tenure shall be considered by the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee and the performance evaluation process and approved by the Shareholders, subject to the Directors continuing to meet the independence criteria.

The Independent Directors may be nominated to be a Member or Chairman of any one or more Committees of the Board.

2. ROLE, FUNCTIONS AND DUTIES

The role, functions and duties of the Independent Directors shall be in accordance with the provisions of Schedule IV (Code for Independent Directors) to the Act, which inter alia includes:

- As members of the Board, the Independent Directors along with other Directors will be collectively responsible for meeting the objectives of the Board.
- Requirements under the Act and Rules framed thereunder.
- Responsibilities of the Board in relation to Corporate Governance as outlined in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's Code for Independent Directors.
- Accountability under Directors' Responsibility Statement which forms part of the Board's Report to the shareholders.
- Review of Companies business strategy, financial plan and monitor the performance of the Company.
- Safeguarding the interest of all stakeholders.
- Advise and counsel the management in the respective area of expertise

3. REMUNERATION

The Independent Directors shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees payable shall be determined by the Board from time to time.

In addition to the sitting fees, the Independent Directors may also be paid a Commission, as may be determined by the Board and shareholders, as recommended by the Nomination and Remuneration Committee after considering the performance of the Company and the performance and contribution of the Directors, as evaluated by the Board.

Further, the Company may reimburse the Independent Directors such expenditure, as may be incurred by them while performing their role as an Independent Director of the Company, including expenditure incurred by them for travel, accommodation or any out-of-pocket expenses for attending Board / Committee Meetings, General Meetings, Court Convened Meeting, meetings with Shareholders / Creditors / Management, site visits, induction and training programs.

4. RAJ TV's CODE OF CONDUCT

The Independent Directors of the Company shall comply with Company's Code of Conduct for Board of Directors and its Code for Independent Directors.

Unless specifically authorized by the Company, the Independent Directors shall keep confidential all information concerning the Company and shall not divulge or disclose the same to any person during the term of their appointment. Their obligation of confidentiality shall survive cessation of their directorships with the Company.

The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Company's Code of Internal Procedures and Conduct to Regulate, Monitor and Report Trading by Insiders, as amended from time to time, prohibiting disclosure or use of unpublished price sensitive information shall be applicable to the Independent Directors.

5. TIME COMMITMENT

While accepting the appointment, the Independent Director confirms that he/ she will be able to allocate sufficient time to perform his/her duties as a director and attend meetings of the Board or any committee thereof. In addition to such attendance, the Independent Director will be expected to devote appropriate preparation time ahead of each meeting.

6. TRAINING AND DEVELOPMENT

The Independent Director will be invited to attend ongoing training and familiarisation sessions, including site visits, as and when conducted for Directors.

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Monthly/Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to Directors.

7. EVALUATION PROCESS

As members of the Board, the performance of the Independent Directors 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 Annual Report of the Company. The actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board/ Committees.

8. DISCLOSURES

During the tenure of their directorship, the Independent Directors shall notify promptly the Company of any change in their directorships and shall provide all disclosures and information as may be required under the applicable laws. They shall also upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, promptly disclose the same to the Chairman of the Board or the Company Secretary.

9. GOVERNING LAW

The appointment and the terms hereunder are governed by the laws of India, and subject to jurisdiction of Courts in Chennai.

10. DISENGAGEMENT

The Independent Directors may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

The directorship of Independent Directors on the Board shall cease in accordance with the provisions of the Companies Act, 2013 or other applicable laws. The Company may disengage the Independent Directors prior to completion of their terms (subject to compliance of relevant provisions of the Act) upon:

- their violating any of the provisos of the Pfizer's Code of Conduct applicable to the Independent Directors.
- the Independent Directors failing to meet the criteria for independence as envisaged in Section 149(6) of the Act and Applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
