

# **Letter of appointment issued to independent directors**



<Date>

<Name>

**APPOINTMENT AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF INSTITUTIONAL INVESTOR ADVISORY SERVICES INDIA LIMITED (“Company”).**

We wish to inform you that the Board of directors of the Company (“**Board**”) was pleased to appoint you as a Non-Executive Independent Director (“**NED**”) of the Company.

This letter of appointment (“**Letter**”) sets out the terms and conditions governing your appointment as NED of the Company, which are as follows:

**Term of Appointment**

Your appointment will be made pursuant to the provisions of the Companies Act, 2013 (“**Act**”) and the Company’s Articles of Association. Note that in terms of the Act, you are not liable to retire by rotation.

**Role of Director**

The duties of all directors, both Executive and Non-Executive, some of which are fiduciary in nature, are defined under the Act, and are given as Annex A to this Letter.

You will be expected to participate as an active member of the Board through:

- attendance at all Board meetings, currently four meetings per year;
- attendance at General Meetings;
- strategic planning sessions, if required;
- membership of board committees or subsidiary company directorships, as required.

You will need to commit to at least one day each quarter to fulfil your directorial duties, including adequately preparing for meetings, attendance and undertaking allocated follow-up tasks, office and site visits as necessary, as well as being available for ad hoc discussions from time-to-time.

Note that being an independent director, you may be held liable only in respect of such acts of omission or commission by the Company which have occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you have not acted diligently.

While functioning as an NED of the Company, you are not permitted to undertake the following actions:

- unfair obstruction of the functioning of an otherwise proper Board or committee of the Board; and
- disclosure of confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## **Remuneration & Expenses**

The Company currently does not pay its directors any sitting fees. However, you will be reimbursed for all expenses incurred in your role as a Director.

You will have no entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company.

## **Disclosures & Conflict of Interest**

You are required to make certain disclosures under the Act. These include giving notice to the Board of any relevant or material personal interest or conflict in relation to the affairs or business of the Company.

You are required to disclose any change in circumstances which gives rise to a conflict of interest or affects your status as an Independent Director.

## **Confidentiality**

In your role as a Director, you will be in possession of confidential information about the Company and its affairs. You may only use that information in the proper performance of your duties or as required by law; you must not use it to gain advantage for yourself or others, or to the detriment of the Company.

## **Others**

You will be expected to conduct yourself in accordance with the policies of the Company, which the Company expects from all its directors and employees, as stated in Annex B.

Note that, under the provisions of the Act there will be an annual evaluation of the performance of the Board as a whole, Board Committees and Directors.

You may resign from your position at any time and should you wish to do so, you are requested to serve a written notice on the Company. In terms of provisions of the Act, you are required to file a copy of your resignation letter with the Registrar of Companies.

Further as specified in the Act, note that notwithstanding the provisions of this letter the appointment of any director, including your appointment, maybe terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in Section 149(6) or on the occurrence of any event as defined in Section 167, section 168 or section 169 of the Act (as detailed in Annex C).

Further, in line with the provisions of the Act, the company will make public the terms and conditions of your appointment and will also arrange for it to be displayed on the Company's website.

Please sign and return the attached copy in acknowledgement.

We look forward to your acceptance of the abovementioned offer, and to your support and guidance.

Yours sincerely,

I accept the appointment and the terms and conditions thereof:

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**Managing Director**

(DIN:        ) )

Date:

Place:

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**Name:**

(DIN:        ) )

Date:

Place:

Annex A: Duties of Directors and Code for Independent Directors under the Companies Act, 2013

Annex B: iiAS' Policies

Annex C: Disqualifications and Vacation of Office criteria under the Companies Act, 2013

## Annex A



# Duties of Directors and Code for Independent Directors under the Companies Act 2013

## Duties of Directors under Section 166 of Companies Act 2013

1. Subject to the provisions of this Act, a director of a company shall act in accordance with the Articles of the company.
2. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community, and for the protection of environment.
3. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
6. A director of a company shall not assign his office and any assignment so made shall be void.
7. If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

# Code for Independent Directors under Schedule IV of the Companies Act 2013

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

## **I. Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

## **II. Role and functions:**

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### **III. Duties:**

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



# Annex B

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## IiAS' Policies

## Securities Trading Policy

Institutional Investors Advisory Services India Limited (IiAS) is a proxy advisory firm dedicated to providing market participants with data, research and opinions on corporate governance issues. Our voting advisory reports recommend how investors should vote on shareholder resolutions – these do not carry any buy or sell recommendations.

In undertaking its activities, IiAS relies on information available in the public domain i.e. information that is available to public shareholders. Our analysts may engage with the company to seek clarifications while preparing vote recommendations on shareholder resolutions, but do not seek unpublished price sensitive information.

If, however, IiAS' employees do receive unpublished price sensitive information, they shall not trade in the securities of the company to which the information relates whilst such information remains unpublished price sensitive information and shall otherwise comply with their obligations under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

### Trading restrictions

- All employees are barred from trading on inside information, and are prohibited from using in any way (either for personal gain or the gain of others) inside information on any issuer, received through their work at IiAS.
- All employees are restricted from trading in securities of companies between the date of publication of a shareholder notice until the date of the publication of the voting advisory / proxy report. This trading restriction applies only to companies that are covered by IiAS. For the purpose of this requirement, it is assumed that all notices will be made promptly available on the websites of India's two main exchanges – BSE and NSE – or on any other exchange on which the security is listed.
- Employees shall not purchase or receive securities of an issuer before the issuer's initial public offering, if the issuer is principally engaged in the same types of business as companies that the employee follows or recommends.
- Save as otherwise set out in this policy, there are no trading restrictions on securities of companies on which IiAS does not publish voting advisory reports (even if these have been covered under the Institutional EYE research), or in relation to securities of companies which are not on the Grey List (as defined hereinafter).
- Notwithstanding the above, IiAS may on a case by case basis, put securities of certain companies on a grey list (“**Grey List**”) for specified periods, during which trading in such securities will not be permitted except with prior approval or as set out in the point immediately below.
- IiAS may make exceptions and allow its research analysts to trade in securities despite trading restrictions, in case of the employee's personal/financial exigencies or if there is a significant news or event concerning the company, as permitted by applicable law, including Regulation 16(6) of the Securities and Exchange Board of India (Research Analysts) Regulations, 2014. The reasons for such exceptions will be documented by the employee when requesting for such approvals.

### Disclosure requirements

- All research analysts employed by IiAS, whether part-time or full-time, will be required to disclose their holdings under applicable law, including the Securities and Exchange Board of India (Research Analysts) Regulations, 2014 as applicable.
- IiAS typically holds one equity share in all listed companies under its coverage list. IiAS will disclose the list of its holdings on its website and will update it on a regular basis.

- All employees will provide a statement of holdings in the enclosed Format A. Disclosures will be made on a quarterly basis as on 31-Mar, 30-Jun, 30-Sep and 31-Dec of each year. Change in holdings from the previous statement, if any, must be reported in the enclosed Format B.

### **Approval requirements and non-compliance consequences**

- All trading in securities of companies on the Grey List requires an approval. Format C will be used for trading approvals.
- Once taken, all trading approvals will be valid for a period of 7 days from the date of grant of approval (including the day of the grant of the approval).
- Investments in non-marketable debt instruments, tax-free bonds, investments in mutual funds, and investments in Index F&Os are pre-approved under this policy, and therefore do not require a specific approval.
- Any of the following can approve trade requests:
  - Amit Tandon, CEO
  - Hetal Dalal, COO
- Trade requests made by either of the approving authorities will require an approval from the other.
- Any IiAS employee who trades in securities in contravention of the applicable codes and regulations issued by the Securities Exchange Board of India and in contravention of this policy shall, at the sole discretion of IiAS, be liable to immediate suspension from duty, pending investigation or termination of employment, and/or penal action by IiAS.

### **Confidentiality of information**

- IiAS will take all necessary precautions to maintain the confidentiality of disclosures made by IiAS' employees.
- Save under legal requirements, or if asked to disclose by regulators, IiAS will not disclose the contents of any information provided by employees under this policy to any third party.

### **About this policy**

- This policy supersedes IiAS earlier 'Conflict of interest statement and securities trading policy'.
- This policy is effective December 1, 2014 and will be in force until it is revised or changed.
- This policy is applicable to employees and their relatives and associates, as defined in the Securities and Exchange Board of India (Research Analysts) Regulations, 2014.

## Review and Oversight Committee

### Purpose and Responsibility

The Review and Oversight Committee (ROC) of the Institutional Investor Advisory Services India Limited (IiAS) has been constituted to oversee the voting recommendations published by IiAS on shareholder resolutions put forward by Indian companies.

The committee will also be responsible for:

- ensuring consistency in voting recommendations;
- alignment of recommendations to the IiAS' voting criteria;
- setting and maintaining quality standards of IiAS' proxy reports;
- guidance regarding voting on a resolution; and

In addition the committee will be responsible for conducting an annual review of the IiAS voting policy. The committee will update the voting policy as and when required and ensure its dissemination.

### Members and Quorum

The ROC will comprise of the following voting members:

Permanent Members	Rotating Members
<ul style="list-style-type: none"> <li>• Ms. Hetal Dalal, Chairperson</li> <li>• Mr. Amit Tandon, Alternative Chairperson</li> <li>• Mr. Debanik Basu</li> <li>• Ms. Nupur Jalan</li> <li>• Mr. Rromil Shah</li> </ul>	<ul style="list-style-type: none"> <li>• Analytical team member - 1</li> <li>• Analytical team member - 2</li> </ul>

Each member will have one vote. In case of a tie in the number of votes, the Chairperson of that committee will have a casting vote.

Three Permanent Members will be required to form quorum. The quorum will include either the Chairperson or the Alternative Chairperson, and any two of the remaining Permanent Members.

In case any of the Permanent Members have prepared the proxy advisory report, then two different committee members will be required to form quorum.

New members may be appointed to the ROC with the majority consent of existing permanent members any time.

The committee may be reconstituted or restructured at any time by the Chairperson or the Alternative Chairperson, by giving prior notice of at least one week.

### Meetings and Proceedings

The committee meetings will be scheduled every Tuesday, Thursday, and Friday from 11:30am to 12:30pm. Meetings may be scheduled more often, if so required, with prior notice.

Analysts will be required to submit their voting recommendations at least 24 hours prior to the meeting scheduled.

All recommendations will be presented, discussed and voted upon during the ROC meetings. Final decisions will be made based on majority votes.

Where an analyst receives additional information after the committee has made its decision, he or she must inform the committee and request for a revised decision.

### **Meetings by circulation**

In case committee members are not available for a meeting, or a decision has to be taken in the paucity of time, the analyst may present the case to any three committee members separately, taking their views independently. However, this method of seeking the ROC's approval must be avoided as much as possible.

### **Deviations**

Where the committee wishes to deviate from established criteria, the case needs to be presented to a committee that has at least four permanent members present.

### **Recording of Meeting Proceedings**

All discussions of the ROC meetings, including discussions during appeals, will be summarized in the final voting recommendation report. This final report, which will be uploaded on IiAS' website [www.iias.in](http://www.iias.in), may be construed as the minutes of the meetings.

### **About the Policy**

- This policy is effective immediately.
- The policy replaces policy issued in January 2014 and is valid till it is changed.

## Policy on Communication with Investors, Companies and Media

As part of its business, employees of Institutional Investors Advisory Services India Limited (IiAS) are required to periodically communicate with companies, investors and media. This policy lays down the basis of IiAS' communication with such stakeholders, with specific context to its voting advisory services and its engagement services. This policy does not apply to 'Institutional EYE' research and bespoke research.

This policy is applicable to all employees (part-time and full-time) of IiAS and will remain in force until it is revised or changed.

### Communication with Investors

For the purpose of this policy, investors include both retail and institutional investors, and current and potential investors.

IiAS interacts with investors from the perspective of gaining business, and/or in supporting investors in understanding corporate governance related issues (including explaining its voting recommendations). Given that all of IiAS revenues emanate from investors, IiAS' business is aligned to the interests of investors.

- All communications related to gaining business, including price negotiations, may be made by IiAS' authorized representatives only.
- IiAS may allow investors to access IiAS' voting advisory reports through electronic or physical means, or any other means that may be mutually convenient to both IiAS and the investor(s). IiAS voting advisory reports will carry all relevant disclosures under applicable law, including the Securities and Exchange Board of India (Research Analysts) Regulations, 2014.
- All communication with investors with respect to corporate governance issues (including, but not limited to voting advisory reports and engagement services) on specific companies may be undertaken by IiAS' respective research analysts or by members of IiAS' Review and Oversight Committee.
- All IiAS representatives are required to make relevant disclosures to investors under applicable law, including the Securities and Exchange Board of India (Research Analysts) Regulations, 2014, as applicable

### Communication with Companies

IiAS prepares voting advisory reports that provide investors with data, research, and opinions on voting recommendations on shareholder resolutions. In order to ensure accuracy of information and address concerns regarding clarity of communication in notices, IiAS regularly communicates with companies.

Generally, IiAS' analysts adopt the following practice:

- Once a proxy report is prepared and its recommendations are discussed at the Review and Oversight Committee (ROC), a draft report is sent to the company. The draft report is sent via email, and may be marked to the company's secretary, or the investor relations team, or the company's finance department, or any other company contact.
- All responses received from companies may be disclosed by IiAS in its voting advisory report, whenever relevant and as appropriate. Information provided by the company with respect to specific resolutions may be validated with external sources at IiAS' discretion.
- The final voting advisory report, once prepared, will be sent to the company, investors and uploaded on IiAS' website, generally on the same day.

Notwithstanding the above, IiAS reserves the right to publish its voting recommendations / reports without seeking clarifications or confirmation from the company.

On occasion, IiAS analysts may communicate with companies over a telephonic conversation or in a face-to-face interaction: these conversations may relate to specific issues (like voting recommendations) or may be general in nature. Such communication may be initiated either by the company or by IiAS. All such discussions and interactions should be limited only to publicly available information. Such information may be used by IiAS wherever relevant and as appropriate.

IiAS may also be required to represent investors or support investors in their engagement with companies, as part of IiAS' engagement services. Since these services vary depending upon the circumstances of the investor engagement, communication with companies will be driven largely by the investor(s) requirements.

All written communication with companies will include the necessary disclosures as required under the Securities and Exchange Board of India (Research Analysts) Regulations, 2014.

### **Communication with Media**

IiAS reserves the right to respond to general media enquiries about the nature of its services or about the companies it covers. IiAS authorized spokespersons may also make event-based comments, including regulatory developments, as long as these include perspectives on corporate governance.

IiAS spokespersons are prohibited from making comments on performance and price expectations of companies, or any comments that relate to politics or political parties in India.

For the purpose of this policy, the term "Media" comprises print media and electronic (including television) media.

Authorized spokespersons of IiAS include:

- Amit Tandon, CEO
- Hetal Dalal, COO
- Any other person designated by the above for a specific media comment.

Authorized spokespersons will make all necessary disclosures as required under applicable law, including the Securities and Exchange Board of India (Research Analysts) Regulations 2014.

## Policy on Sexual Harassment of Employees in the Workplace

Institutional Investor Advisory Services India Limited (IiAS), is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees have the right to be treated with dignity. Sexual harassment at the work place or other than work place if involving employees is a grave offence and is, therefore, punishable.

The Company will not tolerate discriminatory or inappropriate conduct by its employees in the workplace. All conduct that can be described as sexual harassment in the workplace will result in disciplinary action, upto and including immediate dismissal from service. Conversely, in case a complaint under this policy is found to be false, the Complainant shall be liable for similar disciplinary action.

This policy is compliant with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. Any changes made subsequently to the Act will supersede the provisions of this policy. In the event of any inconsistency between this policy and the Act, the provisions of the Act shall prevail.

The management shall provide all necessary assistance for the purpose of ensuring full, effective and speedy implementation of this policy.

All complaints received under this policy, and their corresponding redressal mechanisms will remain confidential. The Company will, however, make all necessary disclosures to the Police or any other regulatory authority, if required to do so by Indian law.

### Scope and effective date

- This Policy extends to all employees of the Company and is deemed to be incorporated in the service conditions of all employees and comes into effect immediately.
- For the purpose of this policy:
  - “Employee” means any person on the rolls of the Company including those on deputation, contract, temporary, part time or working as consultants.
  - “Workplace” includes IiAS’s corporate office and all other locations where employees have to visit on work including the mode of transport provided by the Company, if any, to undertake the journey.
- The unwanted nature of sexual harassment distinguishes it from behavior that is welcome and mutual. Sexual harassment may include, but is not limited to, any of the following:
  - (a) Physical contact or advances of a sexual nature which includes all unwanted physical contact;  
or
  - (b) A demand or request for sexual favors, which includes, but is not limited to:
    - Sexual favoritism where a person who is in a position of authority rewards only those who respond to his/her sexual advances, whilst other deserving employees who do not submit themselves to any sexual advances are denied promotions, merit rating or salary increases.
    - Any act or conduct by a person in authority which renders the environment at workplace hostile or intimidating to a person belonging to the other sex; or
  - (c) Making sexually-colored remarks including, but not limited to, unwelcome innuendoes and taunts, suggestions and hints, sexual advances, comments with sexual overtones, sex-related jokes or insults, or unwelcome graphic comments about a person’s body made in their presence or directed toward them, unwelcome and inappropriate inquiries about a person’s



sex life, unwelcome whistling or making of any other sounds directed at a person or group of persons; or

- (d) Showing pornography, including emails containing graphic pictures or videos or any other form of display of sexually explicit pictures and objects; or

Any other unwelcome physical, verbal or non-verbal conduct of sexual nature, including any other pervasive pattern of behavior which makes employees uncomfortable, insecure or feel humiliated or disadvantaged on the basis of gender differentiation.

### Internal Complaints Committee

IiAS has constituted an Internal Complaints Committee (ICC) to consider and redress complaints of Sexual Harassment. The constitution of the ICC is given below:

Role	Name	Contact points	Status of the ICC member
Presiding Officer:	Ms. Hetal Dalal	hetal.dalal@iias.in; +91 22 22721571	Employee, Chief Operating Officer
Member	Mr. Amit Tandon	amit.tandon@iias.in; +91 22 22721575	Employee, Chief Executive Officer and Founder Director
Member	Ms. Nupur Jalan	nupur.jalan@iias.in;	Employee, Analyst
Member	Ms. Tina Vajpeyi		Financial Consultant: Centre for Advancement of Philanthropy and ex CFO of The Akanksha Foundation

Every member of the ICC will hold office for a period of 3 years. Their nominations will be automatically renewed for another period of 3 years, except in cases where a member has expressed his or her desire to resign from the ICC, or has resigned as an employee of the Company.

A quorum of 3 members is required to be present for the proceedings to take place. The quorum shall comprise of 3 members - the Presiding Officer and 2 more members. In the event that the Presiding Officer is unavailable, one of the other women members shall act as interim Presiding Officer.

In case any member of the ICC is a complainant or a respondent in an incident of sexual harassment, he or she will step down as a member of the ICC immediately, till the complaint has been redressed. The remaining members of the ICC will nominate a person to be replace the resigned member, who will hold office till the relevant complaint and inquiry is either redressed or disposed of.

### Complaint and Inquiry Mechanism

The table below outlines the process and timelines within which the complaint and inquiry mechanism will be implemented:

Step	Action	Time Line
Step 1.0	Any employee who feels and is being sexually harassed directly or indirectly, must submit a written complaint to any member of the ICC.	In case of a single incident, within 3 months from the date of the incident; in case of a series of incidents, within 3 months from the date of the last incident.
Step 2.0	At the request of the aggrieved employee, the ICC may take steps to settle the matter through conciliation.	Within 10 working days of the complaint being filed
Step 2.1	Where settlement has been arrived at through conciliation (as stated in Step 2.0), the ICC will make a record of such conciliation and send it to both the complainant and the respondent	Within 30 days of the complaint being filed

Step 3.0	Where there is no request for conciliation by the aggrieved employee, ICC will initiate and complete the inquiry. The inquiry process will ensure that both parties, the complainant and the respondent, are given ample and equal opportunity to be heard by the ICC.	Inquiry to be completed within 90 days of the complaint being filed
Step 4.0	ICC will submit the report of the findings and recommendation of the inquiry to both parties and the IiAS management for implementation.	Within 10 days of the completion of the inquiry
Step 5.0	IiAS management to implement the recommendation of the ICC. In case ICC finds the degree of offence coverable under the Indian Penal Code, then this fact shall be mentioned in its report and appropriate action shall be initiated by the Management for making a Police Complaint.	Within 60 days of the receipt of recommendation from the ICC or such other timeframe as may be prescribed by law

During the pendency of the inquiry process, the ICC may, upon receiving a written request, recommend the Company to allow the complainant or the respondent to work from another workplace, grant leave (not exceeding a total of three months, which will be in addition to the annual leave granted by the Company) or any other relief as may be requested.

The ICC may decide ex-parte or terminate the inquiry proceedings if the complainant or the respondent fails to present themselves for three consecutive hearings without sufficient cause. Prior to passing an ex-parte order, the ICC will give prior written notice of fifteen days to the concerned party.

No lawyer or any other legal practitioner will be allowed to attend the proceedings of the ICC. Complainants and respondents are not eligible to bring legal representation to the ICC proceedings.

### Other Considerations

Email correspondence, for the purpose of this policy, will be construed as written communication.

The ICC will maintain a register logging all complaints and redressals under this policy. This register may be maintained electronically.

### About this policy

This policy replaces IiAS' earlier 'Policy on Sexual Harassment of Employees in the Workplace' dated January 2014, and is effective immediately.

## Annex C



### Disqualifications and Vacation of Office

## Section 149(6) of the Companies Act, 2013

This section defines an Independent Director as follows:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director:

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) who is or was not a promoter of the company or its holding, subsidiary or associate company; who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) who, neither himself nor any of his relatives:
  - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - iii. holds together with his relatives two per cent. or more of the total voting power of the company; or
  - iv. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
- (f) who possesses such other qualifications as may be prescribed.

Failure to meet the any of the criteria as aforementioned, would lead to termination of service.

## Section 167 of the Companies Act, 2013

Section 167 states that a Director will be liable to vacate his office in the following circumstances:

1. if he incurs any disqualification mentioned under Section 164
2. if he absents himself from all meetings of the Board of Directors held within a period of 12 months, whether or not he seeks a leave of absence
3. he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested
4. he becomes disqualified by an order of a court or the Tribunal
5. he is convicted by a court of any offence and sentenced in respect thereof to imprisonment a period of 6 months or more
6. if he ceases to hold any office or other employment in a holding, subsidiary or associate company, by virtue of which he is appointed as a Director herewith.

## Section 168 of the Companies Act, 2013

As per section 168, the association of a Director terminates with the company on resigning from his office. It is to be noted that, the director's liability for the offences that occurred during his tenure shall not cease even after his resignation.

## Section 169 of the Companies Act, 2013

Under Section 169, a Director can be removed from his office before the expiry of his term, by the company passing an ordinary resolution to this effect.