

इंद्रधनुष गैस ग्रिड लिमिटेड

(आई ओ सी एल, ओ एन जी सी एल, गेल, ओआईएल तथा एन आर एल का एक संयुक्त उद्यम)

Indradhanush Gas Grid Limited

(A JV of IOCL, ONGCL, GAIL, OIL & NRL)



TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Compliance of eligibility criteria

- 1.1 Independent Directors are required to give declaration that he/she meets the criteria in terms of the provisions of Section 149 of the Companies Act, 2013 (hereinafter referred as “Act”) and Rules notified thereunder from time to time.
- 1.2 On yearly basis, the Independent Directors shall declare to the company that they continue to meet eligibility criteria.
- 1.3 In the event that any Independent Director cease to meet the eligibility criteria, shall promptly inform the company of the same and shall cease to be an Independent Director of the Company.

2. Term of appointment:

- 2.1 Pursuant to Section 150 (2) of the Act, the Independent Director appointment shall be subject to approval of members in the ensuing Annual General Meeting of IGGL.
- 2.2 Tenure about Present Independent Director enclosed as **Appendix I**.

3. Expectation of the Board

- 3.1 The Board expects active participation from the Independent Director (s) by providing vision and expert direction which will enable the company to achieve excellent performance and growth.
- 3.2 The Independent Director(s) may be required to serve on one or more committees on directives of the Board.
- 3.3 It is expected that the Independent Director(s) will be able to, and will, dedicate sufficient time to their duties as non-executive Independent Directors of IGGL, while considering their other commitments.

4. Duties and Responsibilities

4.1 The Independent Director(s) :

पंजीकृत कार्यालय:

७ वीं मंजिल, एनआरएल केंद्र,
१२२ए, जीएस रोड,
क्रिश्चियन बस्ती,
गुवाहाटी, असम ७८१००५

Regd. Office:

7th Floor, NRL Centre,
122A, G.S. Road,
Christian Basti,
Guwahati, Assam 781005

वेबसाइट/Website: <https://iggl.co.in>

ईमेल/Email: info@iggl.co.in

फोन नंबर/Phone No. :0361-2801400

सीआईएन/CIN

U40300AS2018GOI018660

वेबसाइट/Website: <https://iggl.co.in>



- (i) Are expected to perform all duties, whether statutory or fiduciary, faithfully, efficiently, and diligently, in a manner befitting the responsibilities of their role and their knowledge, skills, and experience.
- (ii) Are expected to adhere to the provisions specified in Schedule IV under Section 149(8) and Section 166 of the Companies Act, 2013.
- (iii) Are required to disclose any direct or indirect interest they may have in matters under consideration at a Board or Committee Meeting and shall refrain from voting on any resolution where such an interest exists.
- (iv) Unless specifically authorized by the Board, Independent Directors should not enter into any legal or other commitments or contracts on behalf of the Company.

5. Remuneration

- 5.1 Subject to the provisions of sections 197 and 198 of the Companies Act, 2013, the Independent Director(s) are entitled to sitting fees, reimbursement of expenses for participation in the Board, other committee meetings and meetings of Independent Directors.
- 5.2 A sitting fee of INR 30,000 (Rupees Thirty Thousand Only) will be paid to Independent Directors for each Board meeting attended, and INR 20,000 (Rupees Twenty Thousand Only) for each sub-committee or other IGGL meeting attended.

6. Code of Conduct and Ethics

- 6.1 The Company expects its Independent Directors to strictly adhere to the code outlined in Schedule IV of Section 149(8) of the Act.
- 6.2 All information acquired during the tenure of the Independent Director is confidential to the Company and must not be disclosed, shared, or communicated to third parties, either during the appointment or after its termination, without prior authorization from the Company. This restriction no longer applies to any confidential information that becomes publicly available by lawful means. The Company expects its Independent Directors to strictly adhere to the code prescribed under schedule IV of Section 149 (8) of the Act.

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APPENDIX I

PRESENT INDEPENDENT DIRECTOR(S) OF IGGL :

DIN	Name	Date Appointment	of	Tenure
06700534	Rupshikha Saikia Borah	13.08.2024		3 years