

Date: _____

To

Address: _____

Subject- Appointment Letter

Dear Sir,

We are pleased to inform you that the shareholders of the Company at the Annual General Meeting held on _____ have approved your appointment as an Independent Director of the Company. The terms of the appointment are set out below. It may please be noted that this is not a contract of employment.

1. TERMS OF APPOINTMENT:

- 1.1 As per the provisions of sub-section (10) of Section 149 of the Companies Act, 2013 (the Act) and in accordance with the resolution passed by the Shareholders at the Annual General Meeting held on _____, your appointment as Independent Director of the Company commences from _____ and will continue until the Annual General Meeting of the Company to be held for the Financial Year _____ (hereinafter "Term").
- 1.2 Your appointment shall not be subject to rotation as per the provisions of sub-section (6) of Section 152 of the Act.
- 1.3 Your appointment as an Independent Director of the Company is based, inter alia, on declaration by you that you comply with the conditions of independence as listed in Section 149(6) of the Act, read with relevant rules. If there is any change in circumstances affecting your independence, you are requested to immediately let the Board of Directors know of the same, in terms of Section 149 (7) of the Act.
- 1.4 Your appointment shall terminate automatically upon expiry of the Term, or if you vacate your office in terms of Section 167 of the Act before expiry of the Term. You are requested to please note that the Act does not permit any compensation for termination of office under any circumstance.

2. DUTIES

- 2.1 Code of Independent Directors of the Company (prepared in accordance with Schedule IV of the Act), states broadly the functions and duties expected to be discharged during your association with the Company as an independent director. Functions and duties listed out at Annexure I are inclusive and not exhaustive in nature and therefore should be allowed widest meaning and purport for the circumstances covered thereunder.

* This is a Model Letter of Appointment and is subject to Amendment/ Modification

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922PN2004PLC208751

Registered Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036
T: +91 020 67808091 | **E:** info@poonawallahousing.com | **W:** www.poonawallahousing.com

2.2 **Committees to be served-** You would currently serve as a member of the Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company. The tasks to be accomplished by being a part of each of the above-mentioned committees are specified. You may also be required to serve on any other sub-committee of the Board and/or to accept additional appointments in or on behalf of the Company where best practice requirements dictate that an independent, non-executive presence is required. The Board may, while recommending your name on any committee(s)/ sub-committee(s) forward you broad terms of reference of the said committee(s)/ sub-committee(s), which shall form the mandate statement for the said committee(s)/ sub-committee(s).

3. REMUNERATION

3.1 You will be entitled to such sitting fees as approved by the Board from time to time. Currently, the sitting fees are Rs. 20,000/- (Rupees Twenty Thousand only) for every Board Meeting and Rs. 15,000/- (Rupees Fifteen Thousand only) for every Committee Meeting excluding Corporate Social Responsibility Committee. Expenses incurred by you for the purpose of attending any meeting of the Board, or for participating through video conferencing, in accordance with norms set by the Board from time to time, will be reimbursed separately.

3.2 At present the Company does not remunerate any independent director by way of payment of commission. However, in future, should the Company alter the said policy, you will be entitled to a commission in accordance with the said revised policy, subject to recommendation by the Board of Directors and approval thereof by the shareholders of the Company. For the Term of this appointment or any extension thereof, the sitting fee and commission, if any, payable to you, will be reviewed annually by the Board.

3.3 During the Term, you are entitled, without prior notification to the Company, to seek appropriate independent legal advice in relation to Company matters at the expense of the Company as may be decided by the Board from time to time (including applicable taxes).

4. GENERAL

4.1 **Fiduciary duties and accompanying liabilities** – The Company expects that you will perform your general fiduciary duties and exercise such skill and care as is expected of every Director. We would like to mention that, without express authorization of the Board, you shall not commit the Company in any manner, including by way of making any statements on the Company's behalf or concerning the Company to the media, financial institutions or anyone associated with the stock market or investor community. Any views expressed by you without such express authorization by the Board shall be your personal views and the Company shall be entitled to issue a clarification to that effect, and take other protective measures as the situation would warrant.

* This is a Model Letter of Appointment and is subject to Amendment/ Modification

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922PN2004PLC208751

Registered Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036
T: +91 020 67808091 | **E:** info@poonawallahousing.com | **W:** www.poonawallahousing.com

You will be held liable, only in respect of such acts of omission or commission by a company which have occurred with your knowledge, attributable through Board processes, and with your consent (express or tacit) or where you have not acted diligently.

4.2 **Directors and Officers (D and O) Insurance** - You are entitled to the D & O Insurance cover as per the Company's Directors' and Officers' liability insurance.

4.3 The Code of Business Ethics that the Company encourages its directors and employees to follow is needs to be adhered to.

4.4 The Company expects that as a Director you shall not undertake such acts or deeds which would amount to breach of your duties towards the Company including but not limited to the following:

- 4.4.1 Any action that involves any violation of applicable law;
- 4.4.2 Any action that involves any breach, in letter and spirit, of the Company's Code of Business Ethics;
- 4.4.3 Any action that either involves the directors' personal interest except as disclosed as per applicable law, or unduly compromises or conflicts with the interest of the company.

4.5 We confirm that:-

- a) you will be allowed full access to all information in or about the Company and its affairs which is available to the executive directors;
- b) the senior management and the Board of Directors shall facilitate you to perform your role effectively as a Board member;
- c) agenda for Board meetings and all relevant papers which require study before Board meetings will be provided to you in good time (save in exceptional circumstances) to allow you to consider them in advance of meetings (and likewise for the proceedings of committees);

Yours sincerely,

For and on behalf of Poonawalla Housing Finance Limited

Managing Director
(DIN: _____)

I agree to the terms and conditions set out above regarding my appointment as Independent Director of Poonawalla Housing Finance Limited.

* This is a Model Letter of Appointment and is subject to Amendment/ Modification

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922PN2004PLC208751

Registered Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036
T: +91 020 67808091 | **E:** info@poonawallahousing.com | **W:** www.poonawallahousing.com

Independent Director
(DIN: _____)

Date:

* This is a Model Letter of Appointment and is subject to Amendment/ Modification

Poonawalla Housing Finance Limited
(Formerly known as Magma Housing Finance Limited)
CIN: U65922PN2004PLC208751

Registered Office: 602, 6th Floor, Zero One IT Park, Sr. No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036
T: +91 020 67808091 | **E:** info@poonawallahousing.com | **W:** www.poonawallahousing.com