

COMMON TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. TERMS OF APPOINTMENT:

- Appointment is for tenure of 5 Consecutive Year subject to regularization by the Members at their Ensuing Annual General Meeting, till that time you will be regarded as Additional Independent Director.
- Either of the Party may discharge himself/herself by formal resignation letter addressed to the Company.
- You being Independent Director will not be liable to retire by rotation.
- You will abide by the Schedule IV- Code for Independent Directors of Companies Act, 2013 and rules made thereunder.
- Your re-appointment after your tenure of 5 Consecutive years will be subject to re-commendation of Nomination and Remuneration Committee, Board Approval and Approval by Shareholders.

2. EXPECTATION OF BOARD:

- You may be formed part of any committee as may be required pursuant to applicable law.
- You need to guide Board of Directors in the matter which you are having expertise.

3. FUNCTIONS, RESPONSIBILITY AND DUTIES

3.1. The role, functions and duties shall be those as are required of an Independent Director under applicable provisions of the Companies Act, 2013 and the rules made there under and the Listing Agreement/ SEBI Listing Regulations as amended from time to time.

Further, in terms of Section 166 of the Companies Act, 2013, they shall

I. act in accordance with the Company's Articles of Association.

II. 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 interest of the Company, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

III. exercise their duties with due and reasonable care, skill and diligence.

IV. not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

V. not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates. VI. not assign their office as Director and any assignments so made shall be void.

4. REMUNERATION & REIMBURSEMENT OF EXPENSE:

- I. You shall be paid sitting fees for attending the meetings of Board and the Committees of which you are member, as decided by the Board. The sitting fees for attending each meeting of Board and its Committees would be as determined by the Board from time to time.
- II. Further, the Company may pay or reimburse to you such expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company.

5. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates, that the listed entity shall familiarize the Independent Directors about their roles, rights, responsibilities in the listed entity, nature of the industry and business model of the listed entity etc., through various programmes.

Purpose and Objective

The Familiarisation programme(s) are structured to assist the Independent Directors of AMS to understand the Company and its business, so as to enable them in effective discharge of their duties.

Overview of Familiarisation process

At the time of appointment

At the time of appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company, including overview of the power sector. Immediately after appointment, Independent Director(s) are provided with, inter-alia, copies of the following documents:

A) Annual Reports of the Company;

B) Criteria of independence applicable on Independent Directors as per SEBI LODR Regulations, 2015 and the Companies Act, 2013.

C) Copies of Code of Conduct and Ethics for Board Members, Code for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives and For Fair Disclosure and other relevant policies of the Company.

D) Schedule IV of the Companies Act 2013 i.e., Code for Independent Directors.

Ongoing Familiarisation modules

On regular basis, following inputs are provided for familiarization with the Company:

A) Presentations on business and performance of the Company, to familiarize the Independent Directors with the strategy, operations and functions of the Company and to enable them to be in a position to take well-informed timely decisions and contribute significantly.

B) Each Director of the Company has complete access to information relating to the Company.

C) Board Members are promptly updated about regulatory requirements and new developments in SEBI LODR Regulations, Companies Act, 2013 etc.

D) Independent Directors have the freedom to interact with the Company's management during the meetings of Board/Committee(s) of Directors or otherwise.

E) Need based training and Familiarisation is provided to Board Members through various seminars, conferences, training programmes etc. from time to time.

F) Board members are also encouraged to advise the Company to adopt further programmes for their familiarization with the Company.