

Lohia Securities Ltd.
Terms and Conditions of Appointment of Independent Directors
[Pursuant to Schedule IV to the Companies Act, 2013 (“the Act”)
and Clause 49 of the Listing Agreement]

The terms and conditions of appointment of the following Independent Directors are subject to the extant provisions of (i) Applicable laws, including the Companies Act, 2013 ('2013 Act') & Clause 49 of the Listing Agreement (as amended from time to time) and (ii) Articles of Association of the Company.

Sr. No.	Name of the Independent Director	From	To
1.	Mr. Vineet Goenka	27 th September, 2014	26 th September, 2019
2.	Mr. Sameer Bajaj	27 th September, 2014	26 th September, 2019

The broad terms and conditions of appointment of Independent Directors are reproduced hereunder:

1. Rotational Retirement

Independent Directors shall not be liable to retire by rotation.

2. Role, Duties and Responsibilities

Independent Directors are expected to devote such time as is necessary for the proper performance of their duties. Independent Directors shall keep the Company informed about change in directorships and other particulars and take care of liability, if any, due to application of statutory provisions.

3. Remuneration

As Independent Directors, they shall be paid sitting fees for attending the meetings of the Board and Committees of which they are members. Such fees would be determined by the Board from time to time. Further the Company may pay or reimburse to the Director such expenses, as may have been incurred by them while performing their role as an Independent Director of the Company.

4. Insurance

The Company has no Directors' and Officers' liability insurance policy and it is not intended that the Company will assume and maintain such cover for the full term of appointment of the Independent Director.

5. Code of Conduct

As Independent Directors of the Company the Code of Conduct of the Company as applicable to the Directors shall be applicable to them.

6. Confidentiality

Unless specifically authorised by the Company, Independent Directors shall not disclose Company and business information during their association with the Company or thereafter.