Terms and conditions of appointment of an Independent Director of IB Infotech Enterprises Limited ("the Company")

The terms of appointment shall be subject to the provisions of the Companies Act, 2013 ("CA 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), and the Articles of Association of the Company, as amended from time to time.

Tenure/ Term of appointment: The tenure/ term of appointment shall be as may be determined by the Board and the shareholders in accordance with applicable laws. As an Independent Director, he/she will not be liable to retire by rotation.

Expectation: The duties/ responsibilities/ liabilities shall be as prescribed under CA 2013 and any other rules or regulations (including SEBI Regulations) applicable to the Company. During the term, he/she shall comply with the following codes/ policies adopted by the Company:

• Code of Conduct for Prevention of Insider Trading

• Such other policies/ requirements as the Board of Directors may from time to time devise/ specify.

He/she shall apply the highest standard of confidentiality and not disclose to any person or company (whether during his/her tenure or following cessation) any confidential information concerning the Company or any group companies which he/she may have acquired.

Appointment to the Committees of the Board: He/she may also be appointed as a member/ chairman of any committee of the Board, as may be determined by the Board of Directors of the Company from time to time. Such appointment shall be made in consultation with him/her.

Performance Evaluation: He/she will be subjected to performance evaluation as per the policy of the Company, as may be approved and implemented by the Board from time to time in compliance with the requirements of the applicable laws.

Remuneration: He/she would be entitled to sitting fees for attending the meetings of the Board and the Committees of which he/she is a member. The sitting fees for each meeting shall be as determined by the Board of Directors of the Company (in accordance with the provisions of law) from time to time. Further, the Company will reimburse him/her for all reasonable and properly documented expenses he/she may incur in performing his/her role as an Independent Director.