TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The broad terms and conditions of appointment of Independent Directors of Cian Healthcare Limited (the "**Company**"), a company listed on the SME Exchange of BSE Limited, are set out below in accordance with Section 149 of the Companies Act, 2013 (the "**Act**") read with Schedule IV thereto (Code for Independent Directors), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Nomination and Remuneration Policy of the Company (the "**Policy**"). In terms of Regulation 15(2) of the SEBI Listing Regulations, the corporate governance provisions contained in Regulations 17 to 27 thereof are not mandatorily applicable to entities listed on the SME Exchange; references to such regulations herein shall be read to the extent voluntarily adopted by the Company as a matter of good corporate governance.

1. Appointment

The appointment process of Independent Directors is independent of the Company's management. The Nomination and Remuneration Committee ("**Committee**") shall identify and ascertain the integrity, qualification, expertise and experience of the person proposed to be appointed as an Independent Director and recommend the appointment to the Board of Directors ("**Board**"), after satisfying itself, inter alia, with regard to:

- the candidate's qualifications, professional experience, expertise and track record;
- the candidate's ability to dedicate sufficient time to the affairs of the Company;
- compliance with the criteria of independence prescribed under Section 149(6) of the Act read with Schedule IV thereto and Regulation 16(1)(b) of the SEBI Listing Regulations;
- the candidate not being disqualified for appointment as a Director under Section 164 of the Act;
- the candidate not being debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority;
- the limits on the maximum number of directorships and committee memberships under Section 165 of the Act and Regulation 17A of the SEBI Listing Regulations (to the extent applicable); and
- such other factors as the Committee may consider relevant.

The candidate shall have registered his/her name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and shall have passed the online proficiency self-assessment test, wherever required, in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, unless exempted thereunder. The appointment shall be subject to the approval of the shareholders of the Company in accordance with the provisions of the Act and the SEBI Listing Regulations.

During the term of appointment, the Independent Director may be asked to serve on one or more Committees of the Board as may be determined by the Board from time to time.

2. Term / Tenure

An Independent Director shall hold office for a term of up to five (5) consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company and on the basis of the report of performance evaluation of the Independent Director.

No Independent Director shall hold office for more than two (2) consecutive terms of five years each, but such Independent Director shall be eligible for appointment after the expiry of three (3) years of ceasing to be an Independent Director, provided that during the said period of three years, he/she shall not be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Independent Directors shall not be liable to retirement by rotation. No person shall be appointed or re-appointed as a Director of the Company in violation of the limits on the maximum number of directorships prescribed under Section 165 of the Act and the limits on directorships and committee memberships prescribed under the SEBI Listing Regulations, to the extent applicable.

3. Role and Functions

The role and functions of an Independent Director shall be in accordance with the provisions of the Act, Schedule IV thereto and the SEBI Listing Regulations, including but not limited to:

(i) bringing an independent judgement to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

(ii) bringing an objective view in the evaluation of the performance of the Board and management;

(iii) scrutinising the performance of management in meeting agreed goals and objectives and monitoring the reporting of performance;

(iv) satisfying themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

(v) safeguarding the interests of all stakeholders, particularly the minority shareholders;

(vi) balancing the conflicting interests of the stakeholders; and

(vii) determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management, and having a prime role in appointing and, where necessary, recommending removal of executive directors, key managerial personnel and senior management.

4. Duties

The Independent Director shall abide by the duties set out in Schedule IV to the Act, including:

(i) undertaking appropriate induction and regularly updating and refreshing his/her skills, knowledge and familiarity with the Company;

(ii) seeking appropriate clarification or amplification of information and, where necessary, taking and following appropriate professional advice and opinion of outside experts at the expense of the Company;

(iii) striving to attend all meetings of the Board and of the Committees of which he/she is a member, and the general meetings of the Company;

(iv) participating constructively and actively in the Committees of the Board in which he/she is a chairperson or member;

(v) where he/she has concerns about the running of the Company or a proposed action, ensuring that these are addressed by the Board and, to the extent they are not resolved, insisting that such concerns are recorded in the minutes of the Board meeting;

(vi) keeping himself/herself well informed about the Company and the external environment in which it operates;

(vii) not unfairly obstructing the functioning of an otherwise proper Board or Committee of the Board;

(viii) paying sufficient attention and ensuring that adequate deliberations are held before approving related party transactions, and assuring himself/herself that the same are in the interest of the Company;

(ix) ascertaining and ensuring that the Company has an adequate and functional vigil mechanism and that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(x) reporting concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;

(xi) assisting the Company in implementing the best corporate governance practices and acting within his/her authority to protect the legitimate interests of the Company, its shareholders and employees; and

(xii) not disclosing confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

5. Code of Conduct

The Independent Director shall abide by the guidelines of professional conduct for Independent Directors set out in Section 149(8) of the Act read with Schedule IV thereto, the Company's Code of Conduct for Board of Directors and Senior Management Personnel and such other policies and codes of the Company as may be applicable from time to time, including the Company's code of conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

6. Time Commitment

The Independent Director shall be willing and able to devote sufficient time and attention to the affairs of the Company, attend meetings of the Board and of the Committees of which he/she is a member, and devote appropriate preparatory time ahead of each meeting.

7. Performance Evaluation

The Independent Director shall be subject to performance evaluation in accordance with the framework laid down by the Nomination and Remuneration Committee and the Board under the Company's internal Policy and applicable law. Re-appointment at the end of the term shall be considered on the basis of the report of performance evaluation and the Independent Director continuing to meet the criteria of independence.

8. Declarations and Disclosures

The Independent Director shall, at the first meeting of the Board in which he/she participates as a director, and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his/her status as an Independent Director, give a declaration that he/she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, along with the disclosure of interest in other entities, in the form and manner prescribed under law.

The Independent Director shall also disclose his/her interest or concern in any company or body corporate, firm or other association of individuals in accordance with Section 184 of the Act, and shall promptly intimate any change in his/her directorships, disqualification or debarment status and such other declarations and disclosures as may be required under applicable law and the Company's internal policies.

9. Remuneration

In accordance with the Policy, the remuneration of the Independent Director shall comprise the following:

- Sitting Fees: The Independent Director may receive sitting fees for attending meetings of the Board or Committees thereof, as may be determined by the Board from time to time, not exceeding the limits prescribed under the Act and the rules made thereunder, being at present Rupees One Lakh per meeting of the Board or Committee, or such other amount as may be prescribed by the Central Government from time to time.
- Commission and Perquisites: Subject to the provisions of the Act, the Company may pay commission to the Independent Director within the monetary limits approved by the shareholders, not exceeding the pecuniary limits specified in Section 197 of the Act read with Schedule V thereto.
- Reimbursement of Expenses: The Independent Director shall be entitled to reimbursement of all travelling, boarding, lodging and other expenses incurred for the purpose of attending meetings of the Board or Committees of the Board and for the business of the Company.

In accordance with Section 149(9) of the Act and Regulation 17(6)(d) of the SEBI Listing Regulations (to the extent applicable), the Independent Director shall not be entitled to any stock options of the Company.

10. Separation

The Independent Director may resign from the directorship of the Company in accordance with Section 168 of the Act. Where the Independent Director incurs any disqualification under applicable law, breaches the Code of Conduct of the Board of Directors and Senior Management, or where removal is otherwise considered necessary in the interest of the Company, the Committee may recommend to the Board, with reasons recorded in writing, the removal of the Independent Director, subject to and in compliance with the provisions of the Act, the SEBI Listing Regulations and other applicable laws.

11. Publication of Terms of Appointment

In line with the provisions of Schedule IV to the Act and Regulation 46(2)(b) of the SEBI Listing Regulations (to the extent applicable), the terms and conditions of appointment of Independent Directors shall be posted on the website of the Company and the letter of appointment shall be open for inspection at the registered office of the Company by any member during normal business hours.

12. General

The appointment and the terms hereunder shall be governed by the laws of India and shall at all times be read subject to the provisions of the Act, the SEBI Listing Regulations and other applicable laws, as amended from time to time. In the event of any inconsistency between these terms and applicable law, the provisions of applicable law shall prevail.