

## Terms and Conditions for Appointment of Independent Director

We are pleased to confirm your appointment as Non-Executive Independent Director of the Company for a term of 3 years with effect from April 15, 2022.

The word “term” should be construed as defined under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company abids by the provisions with respect to appointment and term of Independent Directors, which is in consistent with the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As a Non-Executive Director you are expected to bring objectivity and independence of view to the Board’s discussions and to help provide the Board with effective leadership in relation to the Company’s strategy, performance, and risk management.

The Company has relied on the declaration given by you as provided in Section 149(6) of the Act confirming that you meet the criteria of independence as also in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

You will be required to abide by the guidelines as to professional conduct for independent directors as set out in Section 149(8) read with Schedule IV to the Act and provide you relevant disclosures to the Company as per the provisions of the 2013 Act and other applicable statutes.

During the Appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code of conduct for Board of Directors and Senior Management personnel, Fidel Softech Code of Conduct Insider Trading and such other requirements as the Board of Directors may from time to time specify.

The Board meets at least four times in a year. You would be expected to attend Board, Board Committees meetings to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all Board meetings are held at registered office of the Company. Any change in the venue will be intimated to you in advance. In compliance with Companies Act, 2013, the facility to attend the Board and Committee meetings via Online mode may be provided by the Company.

You are expected to apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the Appointment or at any time afterwards), any confidential information concerning the Company and any Group which you will come across by virtue of your position as a Non-Executive Independent Director.

You will be entitled for sittings fees for attending Board and Board Committee meetings as may be decided by the Board of Directors from time to time.

The Company acknowledges that you have business interests other than those of the Company and that you have declared no conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, not declared so far, these may be disclosed to the Chairman and/or Company Secretary as soon as they become apparent.

---

## Fidel Softech Limited

(Formerly known as Fidel Softech Pvt. Ltd.) CIN - U72200PN2004PLC020061  
Unit No. 202, 2<sup>nd</sup> Floor, West Wing, Marisoft IT Park 3,  
Kalyani Nagar, Vadgaon Sheri, Pune - 411014. MH. India.



Your directorship on the Board of the Company may be terminated in accordance with the provisions of the Companies Act, 2013. You may resign from the directorship of the Company by giving a notice in writing. The resignation shall take effect from the date mentioned in the notice or at a later date as may be specified by you in that behalf.

We welcome you to the Fidel Family and look forward to a long and fruitful association.