GENERAL TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS

VERSION 5.0

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Document Owner	**:**	**Mr. Mandar Kulkarni**	**04/03/2025**
Reviewed By	**:**	**Mr. Narendra Ahlawat**	**05/03/2025**
Approved By	**:**	**Board of Directors**	**12/03/2025**

Revision History

Version No.	Description	Prepared By / Revised By	Reviewed / Approved by	Issue / Revision Date
1.0	Initial Version	Ms. Riddhi Parekh	Reviewed by Ms. Riddhi Parekh Approved by MCXCCL Board	15/01/2018
2.0	Revision through incorporating the changes in Companies Act, 2013, SEBI Regulations, 2015 and introduction to the SECC Regulations, 2018.	Ms. Riddhi Parekh	Reviewed by Mr. Narendra Ahlawat Approved by MCXCCL Board	22/04/2019
3.0	Revision through incorporating provision relating to policy review period.	Mr. Mandar Kulkarni	Reviewed by Mr. Narendra Ahlawat Approved by MCXCCL Board	22/10/2021
4.0	1. Deletion of word 'Code of Ethics' from point no. 3 as Code of Ethics is omitted w.e.f. August 28, 2023. 2. Revision to incorporate the provision of submission of report by PIDs of their Meetings to SEBI and to the Governing Board of the Company pursuant to SECC Regulations, 2018.	Mr. Mandar Kulkarni	Reviewed by Mr. Narendra Ahlawat Approved by MCXCCL Board	25/08/2023 (Effective from August 28, 2023)

5.0	**Revision to include the following:** **a) PIDs to provide a report to other PIDs on the working of Committees in which they are members;** **b) Timeline to submit the report to SEBI and Board;** **c) Reference of new circular of SEBI w.r.t. Statutory Committees at MIIs and** **d) Additional areas of familiarization.**	**Mr. Mandar Kulkarni**	**Reviewed by Mr. Narendra Ahlawat** **Approved by MCXCCL Board**	**12/03/2025**

MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED

GENERAL TERMS AND CONDITIONS FOR APPOINTMENT OF PUBLIC INTEREST DIRECTORS ON THE BOARD OF MULTI COMMODITY EXCHANGE CLEARING CORPORATION LIMITED (MCXCCL)

The terms of appointment of the Public Interest Directors are governed by the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ["SECC Regulations, 2018"], Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations, 2015"], Articles of Association of the Company and all such laws as may be applicable to the Company and any amendments thereon, from time to time *(hereinafter referred to as 'Applicable laws'*).

1. Appointment/Re-appointment

1.1 You are appointed/re-appointed as a Public Interest Director on the Board of the Company w.e.f. ……...

1.2 Your appointment shall be for a term of three years, extendable by another term of three years, subject to performance review in the manner as specified by SEBI. (Not applicable in case of re-appointment)

1.3 As a Public Interest Director, you shall not be subject to retirement by rotation.

2. Board Committees

During the tenure of your office, the Board may, if it deems fit, co-opt you on one or more existing Board Committees or any such Committee that is set up in the future and you shall perform such functions which is included in the scope of the respective Committee. Your appointment on such Committee(s) will be subject to the Applicable Laws.

You shall not act simultaneously as a member on more than five committees of the Clearing Corporation. The said limitation on maximum number of Committees that you can be a member of, shall be applicable only to the statutory Committees prescribed by SEBI under SECC Regulations 2018, and circulars issued thereunder.

3. Role, Duties, Responsibilities and Liabilities

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently applying your extensive knowledge, skills and experience. Your Role, Duties, Responsibilities and Liabilities as a Public Interest Director shall be in accordance with the Applicable Laws. You shall peruse the relevant laws, code of conduct, etc. and submit an undertaking to the Company that you are aware of your roles, responsibilities and obligations.

You shall endeavor to attend all the Board Meetings and shall be liable to vacate office if remain absent for three consecutive meetings of the Board of Directors or do not attend seventy five per cent of the total meetings of the Board in a calendar year.

You shall abide by the Code for Public Interest Directors under the Applicable Laws, Code of Conduct for the directors on the governing Board as specified in SECC Regulations, 2018 and any other Code as may be applicable in relation to your appointment, from time to time.

4. Separate meetings

a) The public interest directors of the company shall meet separately, at least once in six months to exchange views on critical issues, without the attendance of non-independent directors and members of management.
b) All the Public Interest Directors of the Company shall necessarily attend all such meetings of PIDs.
c) Public Interest Directors as Member of various Committees (including Statutory Committees) shall provide a report to other Public Interest Directors on the working of their Committees.
d) The Public interest directors shall submit a report of such Meeting (PID Committee Meeting) to SEBI and to the governing board of the Company within 30 days of such meeting and in such a manner as may be specified by the SEBI from time to time.
e) The scope of such meeting shall be as prescribed in the Companies Act, 2013, SECC Regulations, 2018 read with SEBI Circular no. SEBI/HO/MRD/MRD-PoD-3/2024/088 dated June 25, 2024, Listing Regulations, 2015 and/or as may be decided by the Board from time to time.

5. Remuneration

As a Public Interest Director, you will be entitled to sitting fees for attending the meetings of Board and Committees as decided by the Board or approved by the Shareholders, if required, from time to time. The Company shall reimburse you all travelling, hotel and other incidental expenses reasonably incurred by you in performance of your duties as a Public Interest Director in accordance with the Company's rules and policies. As a Public Interest Director, you shall not be entitled to any stock option.

6. Familiarisation Programme

The Company shall familiarize the Public Interest Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, ongoing development in capital markets and regulatory space, major developments in other developed economics in related areas, overview of development of various Regulatory Technologies and Supervisory Technologies etc. Such familiarization may be conducted in coordination with reputed institutions like National Institute of Securities

Markets (NISM), Indian Institute of Corporate Affairs (IICA), Institute of Chartered Accountants of India (ICAI), Institute of Company Secretaries of India (ICSI) or through such other external agencies/experts/professionals.

7. Evaluation

a) The performance evaluation of Public Interest Directors shall be done in the manner as may be specified by SEBI and in accordance with the applicable provisions of the Companies Act, 2013, Listing Regulations, 2015, the performance evaluation policy of the Company and such other Rules, Regulations and Guidelines, if any, as may be prescribed or amended from time to time as per the evaluation criteria laid down by the Nomination and Remuneration Committee.

b) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Public Interest Director. (Applicable in case of re-appointment)

8. Disclosures, other directorships and business interests

You shall not hold office as a director, including alternate directorship, in more than 20 companies, provided that maximum number of public companies in which you can be appointed as a director shall not exceed ten. No person shall be appointed in your place to act as alternate director during your absence.

You shall not hold office as director in more than seven listed entities, including alternate directorship. Provided that you shall not serve as an independent Director in more than seven listed entities.

Further, if you are serving as a whole time director in any listed company, you shall serve as an Independent Director in not more than three listed companies. For the purpose of this para, the count for the number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange.

You shall not act simultaneously as director on the board of subsidiary or on the board of any other recognized stock exchange or recognized clearing corporation or depository or on the board of subsidiary of such other recognized stock exchange or recognized clearing corporation or depository.

During your tenure as Public Interest Director of the Company, you shall not be associated with any trading member or clearing member or their associates and agents, irrespective of the stock exchange / clearing corporation of which they are members. For the purpose of this clause associate means an associate as prescribed in regulation 2(1)(b) read with regulation 23(7) of the SECC Regulations, 2018.

During the term, you agree to promptly notify the Company of any change in your directorships and provide such other disclosures and information as may be required under the Applicable Laws. You also agree that upon becoming aware of any potential conflict of interest with your position as a Public Interest Director, you shall promptly disclose the same to the Chairman and the Company Secretary, which shall be disclosed to the Board at its next meeting. If any issue arises as to whether an assignment or position of a Public Interest Director is in conflict with your role, the decision of SEBI shall be final.

During your term, you agree to promptly provide a declaration under Section 149(7) of the Companies Act, 2013 and other applicable Laws, as and when required under the provisions of the Companies Act, 2013 and/or applicable Laws.

9. Insurance

The Directors of the Company are covered under the Director's and Officer's liability insurance of the holding company and it is intended to maintain such cover for the full term of your appointment.

10. Confidentiality

Any confidential information which may come to your knowledge in the performance of your duties as a Director of the Company must not be divulged, except so far as,

a) May be necessary in connection with the proper performance of your duties to the Company.
b) You may be required by the law to disclose.

11. Termination

You may resign from your position at any time in the manner as prescribed in the Companies Act, 2013, Listing Regulations, 2015 and SECC Regulations, 2018. Your resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later. In accordance with the provisions of the Companies Act, 2013, you may file a copy of your resignation with the Registrar of Companies within thirty days from the effective date of resignation.

In terms of the provisions of the SECC Regulations, 2018, SEBI may remove or terminate the appointment of a director, after providing him a reasonable opportunity of being heard, for any failure by the director to abide by the said Regulations or the Code of Conduct or in case of any conflict of interest, either upon a reference from the recognized clearing corporation or *suo moto.*

12. Review

The general terms and conditions of appointment of Public Interest Directors shall be reviewed by the Nomination and Remuneration Committee as and when required or at least once in 2 years and changes made therein, if any, shall be approved by the Board.

Note: These are the general terms and conditions of appointment of Public Interest Directors, which are subject to modification/amendment.