

Terms and conditions of appointment of Independent Directors

The following are the Independent Directors on the Company's Board:

Sr. No.	Name of Independent Director	Appointed upto
1.	Mr. Deepak Singhal	30 th December 2026
2.	Mr. Ajay Shankar	30 th December 2026
3.	Mrs. Swasti Aggarwal	30 th December 2026

In accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the terms and conditions of appointment of the Company's Independent Directors are reproduced hereunder:

I. Term:

Their respective appointments will be upto the dates mentioned above (the Term).

As Independent Directors, they will not be liable to retire by rotation.

Reappointment of Independent Directors at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. Reappointment would be considered based on the outcome of the performance evaluation process and independence criteria.

II. Remuneration:

The directors will be paid a remuneration or fees as per the criteria mentioned below:

- i) Sitting fees for attending meetings of the Board of Directors subject to maximum of Rs. 1,00,000/- per meeting;
- ii) Sitting fees for attending meetings of any Committee of the Board of Directors subject to maximum of Rs. 1,00,000/- per meeting;
- iii) Traveling cost and other expenses, incurred for attending the Board/Committee meetings, will be reimbursed at actuals.

III. Time commitment

As a Non-Executive Independent Directors, they are expected to bring objectivity and independent 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 as well as ensuring high standards of financial probity and corporate governance.

They would be responsible to attend Board meetings, Board Committees (to which you are/ may be appointed) and Shareholders meetings and to devote such time to your duties, as appropriate to discharge your duties effectively.

By accepting the appointment, they confirm that they will allocate sufficient time to meet the expectations from their role to the satisfaction of the Board.

IV. Role and functions, duties, guidelines of professional conduct that is expected to be followed by an Independent Director of the Company:

A comprehensive code on roles, responsibilities and duties of an Independent Director is enclosed herewith as **Annexure A**.

V. D & O Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the Term of their appointment, subject to the terms of such policy in force from time to time.

VI. Code of conduct

- a) As an Independent Director of the Company, they agree to follow the Code for Independent Directors as set out under section 149 and Schedule IV of the Act (please refer **Annexure A** enclosed with this letter).
- b) They will apply the highest standards of confidentiality and not disclose to third party any information related to the Company except as permitted by law or prior clearance from the Chairman.
- c) Unless specifically authorized by the Company, they shall not disclose Company or business information to public constituencies such as the media, the financial community, employee, shareholder's agents, franchisees, dealers, distributors and importers etc.

VII. Changes of personal details

During the term as Independent Director, they shall promptly intimate the Company Secretary and the Registrar of Companies, in the prescribed manner, of any change in address or other contact or personal details provided to the Company.

VIII. Termination

Their directorship on the Board of the Company shall terminate or cease in accordance with the Act. The continuance of Independent directorship is subject to fulfillment of certain parameters of independence as defined in Section 149(6) of the Act or on the occurrence of any event as defined in Section 167 of the Act.

Apart from the grounds of termination as specified in the Act, their directorship may be terminated for violations of any provisions of the code of conduct as applicable to Non-Executive Directors or Independent Directors. The Company reserves the right to removal/terminate them from the Directorship as per the procedure prescribed under the Act in case of violation of any code of conduct as prescribed under clause VI of this letter.

They may resign from directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The 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. Upon termination of directorship, by way of resignation or otherwise, no Independent Director is entitled for any compensation for loss of office.

IX. Other Terms & Conditions for appointment

Their Terms and conditions for appointment shall be open for inspection at the Registered Office of the Company by any member during normal business hours and the same shall also be posted on the company's website

X. Other terms

During association as an Independent Director of the Company, they are requested not to associate themselves as a Director or as an Advisor or in any other ways with any of our competing companies, which could be of detrimental interest to our Company. The director may consult with us while deciding the competitive nature of any company with our company before associating.

XI. Gist on business activities of the Company

The Company is one-stop shop omnichannel customer experience (“CX”) solutions provider that enables businesses and brands to connect with their end customers, transform CX across all their touchpoints and channels, and improve response times, business outcomes and performance. The Company design and implement impeccable customer experience through analytics, digital, and automation powered with the latest technologies in the country.

For detailed overview on the business activities of the Company, please visit our Website <https://cogenteservices.com/>.

CODE FOR INDEPENDENT DIRECTORS

Philosophy

The Company endeavors to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company. The Company's philosophy is concerned with ethics, values and morals of the Company and its directors, who are expected to act in the best interest of the Company and remain accountable to shareholders and other stakeholders for their action. Implementation of best Corporate Governance practices by independent directors enhances the Company's governance and management efficiency, improves its image and contributes to the overall growth.

The Code is a guide to professional conduct for independent Directors. Adherence to these standards by independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent Directors.

Applicability

This Code of Conduct shall apply to all Independent Directors of the Company.

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising their duties;
3. exercise their responsibilities in a bona fide manner in the interest of the company;

4. devote sufficient time and attention to their professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of their independence;
8. where circumstances arise which make an independent director lose their independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The Independent Directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent Directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Separate meetings:

1. The independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent Directors and members of management;
2. All the independent Directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - (a) review the performance of non-independent Directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

V. Evaluation mechanism:

1. The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.