

On Letterhead of the Company

Date: [●]

To,

[●]

Independent Director

Sub: Appointment as Independent Director under Companies Act, 2013

Dear Sir,

We are We are pleased to inform you that the shareholders of the company at the [●] Annual general meeting held on [●] have passed the resolution for your appointment as an independent director of the company, pursuant to the Companies Act, 2013.

As per the requirements of the companies act, 2013, the above is being formalized through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

Appointment:

- 1) The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act.
- 2) They will not be liable to retire by rotation.
- 3) Reappointment 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. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.
- 4) Your appointment will terminate automatically:
 - if you are disqualified from acting as an independent director or you vacate your office as a director for any reason either under the Companies Act, 2013 or under Listing Agreement or any other relevant law; or
 - if you submit resignation from your office by giving notice in writing as per Section 168 of the Companies Act, 2013; or
 - an Ordinary Resolution is passed by the Company for your removal from the office of Director as provided in Section 169 of the Companies Act, 2013.
- 5) The directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

Role and functions:

Your role and functions as an independent director of the Company shall be as prescribed in Schedule IV to section 149 (8) of the Companies Act, 2013 and as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as may be amended from time to time.

You shall serve as Chairman or member of such Board level Committee or Committees to which you are appointed from time to time and the functions, tasks, duties and powers of such committees shall be such as may be decided by the Board of Directors from time to time.

Duties:

- You shall perform your fiduciary duties as an independent director with integrity.
- You are expected to perform your general fiduciary duties, and exercise the skill and care expected of every director.
- You shall perform your duties as a director in compliance with the provisions of Section 166 of the Companies Act, 2013.

You shall also perform your duties as an independent Director as prescribed in Clause III under Schedule IV of the Companies Act, 2013.

Compliance with Section 149(6) & Code of Conduct:

- During the tenure of your office as an Independent Director, you are required to continue to comply with the provisions of Section 149(6) of the Act.
- During the tenure of your office as an Independent Director, you shall comply with the Code of Conduct of the Company for Directors.
- You shall comply with the guidelines of professional conduct as stipulated in Schedule IV to the Act.

Independence and other interests:

You shall at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, give a declaration that you meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Remuneration and Reimbursement of Expenses:

As Independent Directors, they may be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

In addition to the sitting fees, commission that may be determined by the Board may also be payable to them. In determining the amount of this commission, the Board supported by the Nomination and Remuneration Committee may consider performance of the Company and their performance as evaluated by the Board.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

Evaluation Processes:

Your performance evaluation shall be done by the board of directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the board as a whole, performance of the chairperson and other independent directors.

General:

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the companies act, 2013 and Rules made there under and Corporate Governance requirements under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (“listing agreement”), as amended from time to time.

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the courts of India.

Yours faithfully,

HEC Infra Projects Limited.,

Gaurang P. Shah
Chairman & Managing Director