

[•] (Insert Date)

[•] (Insert Name of the Director)

[•] (Insert Address)

Dear Sir / Madam,

We are pleased to inform you that pursuant to the provisions of Section 149 and Schedule IV of the Companies Act, 2013, the Board of Directors of Arvind Infrastructure Limited has appointed you as an Independent Director of the Company.

The purpose of this letter is to inform you about the provisions related to the Independent Director (ID) in the Companies Act, 2013. The Act 2013 has specifically defined the roles, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The Companies Act, 2013 and the Listing Agreement require that a company should issue appointment letter to all its Independent Directors.

**1. Terms of Appointment :**

Your appointment has been made for a term of 5 years upto [•] (Insert Date). Your appointment is subject to confirmation by the shareholders in the general meeting. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

**2. Expectations of the Board from the Appointed Director:**

As an Independent Director, you will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in the Board and Committee meetings each year. You should strive to attend all the scheduled quarterly board meetings, general meetings and committee meetings.

As an Independent Director you should strive to hold and present in atleast one meeting in a year without the presence of non-independent directors and members of management with the sole objective of:

- a) review the performance of non-independent directors in 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 the duties.

The Company shall provide you with adequate notice of the dates of proposed board meetings, general meetings and meetings of the board committees. As per the provisions of the Companies Act, 2013, the company is expected to give you an advanced notice of minimum 7 days of every board and committee meetings.

### **3. Membership in Committees of Board:**

At present, you are the Chairman / Member of the following Board Committee(s):

**[•] (Name of Committees)**

The Board may reconstitute any of the Committee of Board from time to time and appoint you as a Member / Chairman of another Committee or appoint another Director as a Member / Chairman in your place on the above committee(s).

### **4. Role, duties and responsibilities:**

As a member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013,
- "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under clause 49 of the Listing Agreement,
- Accountability under the Director's Responsibility Statement,

### **5. Insurance:**

The Company is in the process of taking Directors' and Officers' liability insurance policy.

**6. Code of Conduct for Directors, Independent Directors and Senior Management Personnel and Code of Conduct for Prevention of Insider Trading (as and when made applicable) for Employees, including Directors:**

You are required to abide by the Code of Conduct for Directors, Independent Directors and Senior Management Personnel and Code of Conduct for Prevention of Insider Trading (as and when made applicable) for Employees, including Directors, as issued by the Company.

**7. Remuneration:**

You shall be paid sitting fees of Rs. [●] (Insert amount) [or such other amount as may be approved by the Board] for each Board / Committee Meeting attended by you.

You shall be reimbursed any expenditure incurred by you on travelling, hotel accommodation and such other expenses incurred by you for attending any Board / Committee / General Meeting. For claiming reimbursement of the aforesaid expenditure, you shall produce requisite bills / vouchers / receipts to the Company. The Company shall reimburse the amounts spent by you as aforesaid immediately.

You shall also be paid commission as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, which will be within the overall limits prescribed under the Act and approval of members in this behalf.

**8. Disclosures :**

You shall be required to submit certain information in the prescribed forms on a defined periodicity. Company Secretary shall be the coordinating officer for this.

You are required to disclose to the Company your interest and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.

During your tenure as independent director, you are required to give a declaration that you meet the criteria of independence every financial year as provided under Section 149 of the Companies Act, 2013.

We hope to sail smoothly and look forward for your valuable contribution to the growth of the Company.

Thanking you,

Yours faithfully,  
For Arvind Infrastructure Limited

sd/-

Sanjay S. Lalbani  
(Chairman)