

HINDUSTAN CONSTRUCTION COMPANY LIMITED

DRAFT LETTER OF APPOINTMENT OF INDEPENDENT DIRECTOR

Date [●]

Name of the Independent Director

Address

Dear [●],

Sub: Appointment as an Independent Director of the Company

We are pleased to confirm your appointment as a Independent Director of Hindustan Construction Company Limited ("the Company") which is pursuant to the provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and as approved by the Board of Directors at its Meeting held on [●] and the Shareholders of the Company at its [●] Annual General Meeting held on [●].

As stipulated under the Companies Act, 2013, the appointment of Independent Directors shall be governed by the Schedule IV to the Act i.e. Code for Independent Directors, which primarily covers the following:-

- a) Guidelines of professional conduct
- b) Role and functions
- c) Duties
- d) Manner of appointment
- e) Re-appointment
- f) Resignation or removal
- g) Separate Meetings
- h) Evaluation Mechanism

This terms of the Appointment, which in any event shall be subject to Companies Act, 2013, Rules made thereunder, are set out below.

I. Term of Appointment

1. The Appointment is for a term of [●] consecutive years, expiring upto the conclusion of the [●] Annual General Meeting of the Company in the calendar year [●].
2. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every financial year under Section 149 (7) of the said Act stating that you meet the criteria of Independence.
3. So long as you are an Independent Director of the Company, the number of Companies in which you hold office as Director or a Chairman or Committee Member will not exceed the limit stipulated under the Act and / or the Listing Agreement.

4. You will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
5. You will ensure compliance with other provisions of the Act and the Listing Agreement as applicable to you as an Independent Director.
6. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board Committees.
7. During your tenure as Independent Director, you will not be liable to retire by rotation.
8. You will abide by the Code for Independent Directors as stipulated under Schedule IV to the Act and Company's Code of Conduct for Non-Executive Directors, as applicable to Independent Directors of the Company.

II. Duties & Responsibilities

As an Independent Director you have the same responsibilities to the Company as any other Director and the Board together has the collective responsibility for the success of the Company. The Companies Act, 2013 has however introduced additional duties and responsibilities for Independent Directors which are provided in Schedule IV of the Companies Act, 2013, which will have to be adhered to.

III. Fees, Commission

You will be entitled to sitting fees for attending each Meeting of the Board and its Committees as may be determined by the Board from time to time.

Subject to the approval of the Shareholders of the Company, you shall also be entitled to commission that may be determined by the Board based on the performance of the Company.

IV. Confidentiality

You must 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 after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Independent Director of the Company.

V. Conflict of Interest

It is accepted and acknowledged that you may have business interests other than those of the Company. You are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form as per the relevant provisions of the Act.

VI. Performance Evaluation

Your reappointment shall be on the basis of the report of performance evaluation carried out by the Board.

VII. Insurance

The Company has Directors' and Officers' Liability Insurance and it is intended to maintain such cover for the full term of the Appointment.

VIII. Programs for Independent Directors

You will be entitled to the benefits of programs that may be organized by the Company for its Independent Directors to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

It is pleasure to have you on Board. We are confident that your association, expertise and advice will immensely benefit the Company and the Board.

Yours sincerely,

For **Hindustan Construction Co. Ltd**

Name [●]

Designation [●]