

On Letter head of the Company

Appointment Letter of Independent Director

Date:

To,

Subject: Appointment as an Independent Director on the Board of the Company

Dear Mr. _____,

We are pleased to inform you that Board of Directors of the Company at their meeting held on _____, have approved your appointment as an Independent Director of the Company, for a period of ___ year with effect from _____, in terms of the provisions of Section 149 the Companies Act, 2013 and Rules made thereunder.

This letter of appointment setting the terms and conditions thereof is being issued to you in terms of Clause IV (4) of Schedule IV to the said Act. The Schedule IV inter alia covers the guidelines of professional conduct, roles, function, duties, etc., of the Independent Directors, extract of which is enclosed herewith as Annexure A for your reference. Further, you shall abide by duties of Directors as specified in Section 166 of the Companies Act, 2013

Furthermore, we request you-to provide the necessary disclosure under all applicable laws and adhere to Code of Business Conduct and Ethics, Code for dealing in Company's securities and various other Codes and Policies formulated and adopted by the Company from time to time.

Presently the Company has following Committees of Directors with their terms of reference already determined:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Corporate Social Responsibility Committee

The Board also in their meeting has reconstituted aforesaid committees and appointed you as member of the Audit Committee and Nomination and Remuneration Committee. The Board may appoint you as a member of any other Committee as may be constituted from time to time. The mandate of the Committees shall be as decided by the Board from time to time.

The Company will be paying sitting fees for meetings of the Board and / or Committees as may be decided from time to time, subject to the limits set under the applicable laws. Further, the Company shall reimburse you for all reasonable out-of-pocket expenses incurred for attending the various meetings of the Board and/ or Committee and for discharging the fiduciary obligations towards the Company.

In the event of any circumstances that may arise or is likely to arise, which may or may not create conflict of interest, but may lead to the Board to revise its judgment on your independency, such event should be disclosed to the Company immediately.

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman/Secretary unless required by law or by the rules of any stock exchange or regulatory body.

Looking forward to your continued support and guidance.

**Thanking you,
Yours faithfully,**

For Gujarat Road And Infrastructure Company Limited.

Company Secretary

Place: Gandhinagar

Encl: As Above

Annexure - A

SCHEDULE IV - CODE FOR INDEPENDENT DIRECTOR

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment 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.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bonafide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in dissenting from the collective judgment of the Board in its decision making;
- (6) not abuses position to the detriment of the company or its shareholders or for 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 his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Roles and functions:

The Independent Directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberation 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 necessarily 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 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 behavior, 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.
