

Date \_\_\_\_\_

APPOINTMENT AS INDEPENDENT DIRECTOR

Dear \_\_\_\_\_

We are pleased to inform you that the Shareholders of the Company at its Meeting held on \_\_\_\_\_ have approved your appointment as a Non-Executive Independent Director of the Company.

**Appointment :**

You are hereby appointed as a Non-Executive Independent Director of the Company (Independent Director) under section 149(6) of the Companies Act, 2013.

The Independent Directors shall serve on the Board for not more than two terms of five years each on the Board of the Company as per the provisions of the Companies Act, 2013. Your appointment shall be for an initial term of 5 (five) years effective from \_\_\_\_\_.

**Remuneration:**

You will be paid such remuneration by way of Sitting fees for Meetings of the Board & its Committees and Commission as may be decided by the Board and approved by the Shareholders from time to time.

In addition to the remuneration as mentioned above, the Company will reimburse you for travel and hotel expenses incurred by you in the performance of your role and duties.

**Other terms and conditions:**

The Independent Director shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166). This Agreement shall be governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

We are confident that the Board and the Company will benefit immensely from your rich experience. Please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours Sincerely,

For Hindusthan Engineering & Industries Ltd.

Secretary