



**KCL INFRA
PROJECTS LTD.**

CIN: L45201MH1995PLC167630

Corp. Off.: KCL Business Park

PU-4 Commercial, Behind C21 Mall,

A.B. ROAD, Indore, Madhya Pradesh 452010

1. TERMS OF APPOINTMENT:

- Appointment is for tenure of 5 Consecutive Year subject to regularization by the Members at their Ensuing Annual General Meeting, till that time you will be regarded as Additional Independent Director.
- Either of the Party may discharge himself/herself by formal resignation letter addressed to the Company.
- You being Independent Director will not be liable to retire by rotation.
- You will abide by the Schedule IV- Code for Independent Directors of Companies Act, 2013 and rules made thereunder.
- Your re-appointment after your tenure of 5 Consecutive years will be subject to re-commendation of Nomination and Remuneration Committee, Board Approval and Approval by Shareholders.

2. EXPECTATION OF BOARD:

- You may be formed part of any committee as may be required pursuant to applicable law.
- You need to guide Board of Directors in the matter which you are having expertise.

3. DUTIES AND RESPONSIBILITY:

a. As members of the Board, the Independent Directors along with the other Directors will be collectively responsible for meeting the objectives of Board which includes:

- Requirements under the Companies Act, 2013.
- Responsibilities of the Board as outlined in the Corporate Governance requirements as prescribed by Stock Exchange under Regulations 17 and 25 of the Listing Obligations and Discloser Requirements, 2015 (Herein after called “LODR”).
- Accountability under the Director’s Responsibility Statement.

b. You need to submit a declaration in the beginning of every Financial year and upon any change in Circumstances which may affect your status as an Independent Director, under section 149(7) of the Companies Act, 2013 during your tenure stating that they meet the criteria of Independence.

c. You need to ensure that during your tenure as an Independent Director of the Company, the number of Companies in which you hold the office as a director or chairman or



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committee member will not exceed the limit stipulated under Companies Act, 2013 and the LODR.

d. You need to ensure that you do not get disqualified to act as a director pursuant to the provision of Section 164 of the Companies Act, 2013, during your tenure as an Independent Director of the Company.

e. You need to give Company declaration under section 184 of the Companies Act, 2013 regarding your interest in other entities and as and when it changes.

h. You shall abide by the Company's Code of Ethics and Business Principles to the extent applicable to Independent Directors.

g. You shall devote such time as is prudent and necessary for the proper performance of your role, duties and responsibilities as such.

4. REMUNERATION:

1. You shall be paid sitting fees for attending the meetings of Board and the Committees of which you are member, as decided by the Board. The sitting fees for attending each meeting of Board and its Committees would be as determined by the Board from time to time.
2. Further, the Company may pay or reimburse to you such expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company.

5. TRAINING AND DEVELOPMENT

The Company shall conduct familiarization programs for its Independent Directors which may include any or all of the following:

- Board roles and responsibilities, whilst seeking to build working relationship among the Board members,
- Company's vision, strategic direction, core values, ethics and corporate governance practices,
- Familiarization with financial matters, management team and business operations,
- Meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the Company and its Business.



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6. PERFORMANCE APPRAISAL / EVALUATION PROCESS

As a member of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

7. DISCLOSURES, OTHER DIRECTORSHIPS AND BUSINESS INTERESTS

During the Term, they agree to promptly notify the Company of any change in their directorships, Memberships and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Director of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

8. CHANGES OF PERSONAL DETAILS

During the Term, they shall promptly intimate the Company Secretary and the Ministry of Corporate Affairs in the prescribed manner, of any change in address or other contact and personal details provided to the Company.