

PATEL KNR INFRASTRUCTURES LTD.

CIN: U45201MH2006PLC162856

Regd. Office: Patel Estate Road, Jogeshwari (West), Mumbai – 400 102.

Phone No.022 26767500 / Fax No.022 26782455

TERMS AND CONDITIONS OF APPOINTMENT OF AN INDEPENDENT DIRECTOR

1. Appointment:

- The term of appointment of an Independent Director (ID) on the Board will be effective from the date of his/her appointment for a period of five years.
- The Independent Director will not be liable to retire by rotation.

2. Role and Duties:

- The role and duties of ID will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:
 - I. He/she shall act in accordance with the Company's Articles of Association.
 - II. He/she shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.
 - III. He/she shall discharge his/her duties with due and reasonable care, skill and diligence.
 - IV. He/she shall not involve himself / herself in a situation in which may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - V. He/she shall not achieve or attempt to achieve any undue gain or advantage either to himself /herself or to his/her relatives, partners or associates.
 - VI. He/she shall not assign his/her office as Director and any assignments so made shall be void.
- ID shall also abide by the "Code of Independent Director" as outlined in schedule IV to the Companies Act, 2013 and duties of directors as provided in the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Remuneration:

- ID will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and/or approved by the Shareholders from time to time.
- The sitting fees presently paid to the Non-Executive Independent Director are as follows:

Sr. No.	Type of meeting	Sitting Fees per meeting (in Rs.)
1.	Board meeting	10,000
2.	Audit Committee meeting	10,000
3.	Nomination and Remuneration Committee meetings	10,000

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- Further, ID will also be paid remuneration by way of commission as may be approved by the Board and the Shareholders from time to time.
- Reimbursement of Expenses:

In addition to the remuneration described, hereinabove, the Company will, for the period of appointment, reimburse for travel, hotel and other incidental expenses incurred by ID in the performance of his/her role and duties.

4. Code of Conduct & other compliances

During the appointment, ID will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Code of Conduct and Ethics for Directors and Senior Executives and Insider Trading Code if applicable and such other requirements as the Board of Directors may from time to time specify.

At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect status of an independent director, ID shall give a declaration to that effect confirming that he/she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Agreement as applicable.

5. Conflict of Interest

In the event of ID having business interests other than those of the Company. ID is required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of appointment.

In the event of circumstances likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment as to independency of a Director, this should be disclosed to both the Chairman and the Secretary.

6. Confidentiality

All information acquired during the term of ID on the Board is confidential to the Company and should not be released either during appointment or following termination (by whatever means), to third parties without prior written clearance from the Chairman. Consequently, ID should avoid making any statements that might risk a breach of these requirements without prior written clearance from the Chairman/Managing Director, as applicable.

7. Evaluation

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors. The appointment and re appointment on the Board will be subject to the outcome of the evaluation process, as decided by the Board.

8. Disclosure of Interest

ID shall disclose material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record interest appropriately and Company's records are updated. A general notice of interest in any contracts with a particular person, firm or company is acceptable.

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9. Termination

- Reasonable written notice to be given before resigning from the Board.
- Continuation of appointment of ID is contingent on getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. ID is not entitled to compensation if not re-elected by the shareholders at any time.