

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF THE  
COMPANY

Dated \_\_\_\_\_

(Name) \_\_\_\_\_

(Address) \_\_\_\_\_

**Re: Appointment as the Independent Director of Simplex Infrastructures Limited**

Dear Sir,

We are pleased to advise you that at the Annual General Meeting held on 4<sup>th</sup> September, 2014, shareholders have approved your appointment as an Independent Director of the Company to hold office for a period of five consecutive years with effect from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 101<sup>st</sup> Annual General Meeting in 2019, whichever is earlier.

**A. Preliminary**

1. 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 Companies Act, 2013 .
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the Listing Agreement.
3. So long as you are an Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.
4. In compliance with provisions of section 149 (13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
5. You will ensure compliance with other provisions of the Act and the Listing Agreement as applicable to you as an Independent Director.

**B. Term**

Your Appointment is for a term of 5 years commencing from 4<sup>th</sup> September 2014 upto the expiry of five consecutive years or the date of the 101<sup>st</sup> Annual General Meeting in 2019, whichever is earlier

**C. Committees**

You have also been appointed by the Board on the following Committees of the Board :

- (i) \_\_\_\_\_
- (ii) \_\_\_\_\_
- (iii) \_\_\_\_\_

#### **D. Code of Conduct and Duties and Responsibilities**

During your appointment you are required to comply with the provisions with respect to Independent Directors as contained in the Companies Act, 2013 and the Listing Agreement including the following codes of conduct:

1. You shall abide by the Simplex Code of Conduct for Directors and Senior Management Personnel to the extent applicable to an Independent Director of the Company.
2. You shall abide by the Code for Independent Directors provided in Schedule IV of the Companies Act, 2013.
3. You shall abide by Code for Prevention of Insider Trading in securities of the Company.

#### **E. Remuneration**

1. 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 which is at present Rs.5000 for attending each board meeting and committee thereof
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings towards hotel accommodation, travelling and other out-of-pocket expenses

#### **F. Directors and Officers Liability Insurance**

Simplex has Directors' and Officers' liability insurance and it is intended that Simplex will maintain such cover for the full term of your appointment.

#### **G. Miscellaneous**

You shall use reasonable efforts to keep confidential and to not disclose to any third party, any Confidential Information. If any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Please confirm your acceptance by signing, dating, and returning a copy of this letter to the Company.

Yours faithfully,  
For **Simplex Infrastructures Limited**

(Name) \_\_\_\_\_

(Designation) \_\_\_\_\_