

LANCO INFRATECH LIMITED

Terms and Conditions of Appointment of Independent Directors

1. APPOINTMENT

The appointment will be subject to the provisions of the Companies Act, 2013 and the Rules and Regulations made thereunder, and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, as amended from time to time and any necessary approval of Shareholders of the Company. An Independent Director shall not be liable to retire by rotation.

2. REMUNERATION

Sitting fees shall be paid per meeting of the Board or a Committee thereof attended. In addition, the Company will reimburse travel, hotel and other incidental expenses incurred by the Independent Director in the performance of his/her role and duties.

3. DIRECTORSHIPS

The limit of Directorships and Committees in other Companies shall be subject to the provisions of Section 165 of the Companies Act, 2013 and Listing Regulations, as amended from time to time.

4. DUTIES, ROLES & RESPONSIBILITIES

The roles and responsibilities will be as prescribed under Section 166 of the Companies Act, 2013 and Listing Regulations. An Independent Director shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013.

5. 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 shall be subject to the outcome of the evaluation process.

6. INSURANCE

The Company provides a Directors and Officers Liability Insurance, subject to the terms of the Policy for the time being in force.

7. TERMINATION

The appointment may be terminated at any time by the Company in accordance with the provisions of Company's Articles of Association/ the Companies Act, 2013, or upon resignation by the Independent Director in writing to the Board with reason.

8. GOVERNING LAW

The letter of appointment shall be governed by and will be interpreted in accordance with Indian law and shall be subject to the jurisdiction of the Indian courts at New Delhi.