

Shri H P Jamdar
304, Sukhsagar, Usmanpura,
Ashram Road, Ahmedabad – 380013



**NILA
INFRASTRUCTURES
LIMITED**

May 29, 2014

Dear Sir,

Sub; Appointment as Independent Director.

We are pleased to inform you that the Board of Directors of the Company at their meeting held on May 29, 2014, in accordance with the provisions of the Companies Act, 2013, has appointed you as an Independent Director of the company with effect from 29/5/2014 on the following terms:

Appointment:

Your appointment will be for an initial period of five years from May 29, 2014, and may be for a second term of another five years if mutually agreed.

The appointment is subject to the approval of shareholders at the Company's Annual General Meeting.

As an Independent Director your term of appointment shall not be liable to be determination retiring by rotation.

Role:

You will perform the duties of Independent Director in accordance with the provisions of the Companies Act, 2013, Schedule IV thereof and the Articles of Association

Fees:

As an Independent Director, you will be entitled for the sitting fees for attending meetings of the Board of Directors from time to time.

Expenses:

In addition to the fees prescribed in clause no 4, above the Company will reimburse you for all out of pocket expenses necessarily incurred in carrying out your duties in accordance with the Company's expenses policy as amended from time to time



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External Advice:

In order to enable you to carry out the duties effectively you may, after consulting the managing director, be entitled to seek external independent advice at the company's expense.

Other Directorship, Business Interest and Disclosures:

The Company acknowledges that you have business interests other than those of the Company and that you have declared any conflicts that are apparent at present. Under the provisions of section 184 of the Companies Act 2013,

- a) every director shall at the first meeting of the Board in which he participates as director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first board meeting held after such change, disclose his concern or interest in any company or companies of bodies corporate firms or other association of individuals.
- b) Further every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—
 - (i) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
 - (ii) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

In the event that you become aware of any potential conflicts of interest these should be disclosed to the Board of Directors as soon as they become apparent.

You shall also at the first board meeting in which you participate as Director and thereafter at every first board meeting held in every financial year give declaration as required under section 149(7) of the Companies Act, 2013.

Code of Conduct:

You will abide by the code of conduct for Board of Directors and Senior Management Personnel as adopted by the Company pursuant to the clause 49 of the listing agreement with the stock exchange.

Further as an Independent Director you shall be abide by the provisions specified in Schedule IV of the Companies Act, 2013 as to the Code of Conduct for Independent Directors, their roles, functions, and duties.



Confidentiality:

You shall apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the appointment or at any time after its termination), any confidential information concerning the company and any group companies with which you come into contact by virtue of your position as an Independent Director.

You shall also not communicate any price sensitive information in your possession to any other and shall abide by the policy adopted by the company for prevention of insider trading in the scrip of the Company pursuant to the requirement of SEBI Regulation.

Review process

Your performance as an Independent Director shall be reviewed annually by the nomination and remuneration committee of the Company.

Membership of Committees:

This letter refers to your appointment as an Independent Director of the Company. You may also be requested to serve on the various committees of the Board of Directors. In the event that you are requested to serve on one or more of the Board committees this will be covered in a separate communication setting out the relevant committee's terms of reference.


Induction

Immediately after the date of the Appointment, the Company will provide a comprehensive induction to help you build up an understanding of the Company, its business and the markets in which it operates. The Company will arrange for site visits and meetings with senior and middle management, the Company's auditors and shall provide copies of the code of conducts and policies as adopted from time to time.

Please confirm your agreement to the above by signing and returning the enclosed duplicate to this letter.

Yours sincerely,

For, Nila Infrastructures Ltd


Manoj B. Vadodaria
Managing Director
DIN: 00092053

