



Ref: GIL/DIR/_____

Date: _____

Dear Sir,

Sub: Appointment as Independent Director

We are pleased to advise you that at the 11th Annual General Meeting held on September 16, 2014, shareholders have approved your appointment as an Independent Director of the Company to hold office for five years from September 16, 2014 upto _____.

A. Preliminary

Your appointment is subject to the following:

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 (the Act) stating that you meet the criteria of Independence.
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. 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 _____ year/s commencing from September 16, 2014 upto _____.

C. Committees

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

Sr.	Committee	Position

D. Code of Conduct and Duties and Responsibilities

1. You will abide by the Code for Independent Directors (guidelines of professional conduct, role, function and duties as an Independent Director as provided in Schedule IV of the Companies Act, 2013, as may be amended from time to time) as set out separately in **Policy Dossier (attached hereto)**.
2. You will not hold office as a Director or any other office in a competing firm / entity.
3. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
4. You are expected to:
 - a. take decisions objectively and solely in the interests of the Company;
 - b. facilitate the Company's adherence to high standards of ethics and corporate behavior;
 - c. guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - d. guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions; and
 - e. guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

E. Performance Evaluation

Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

F. Remuneration

1. Your annual remuneration will be as under:
 - a. sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time subject to limits stipulated under the Act or Rules made thereunder, and
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.



3. Pursuant to applicable law, you will not be entitled to any stock options.

G. Insurance

Currently, the Company is not providing Directors and Officers (D & O) insurance. The Company will intimate you separately if and when such insurance is provided in future.

H. Training

You will be entitled to the benefit of a training program to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates, its goals and expectations and long term plans and objectives.

I. Miscellaneous

You will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., (“Confidential Information”).

You shall make reasonable efforts to keep confidential and to not disclose to any third party, such 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.

For GTL Infrastructure Limited

Manoj Tirodkar
Chairman

Agreed and Accepted