

PBA INFRASTRUCTURE LTD

TERMS AND CONDITIONS APPLICABLE FOR APPOINTMENT OF INDEPENDENT DIRECTORS

A. TERM OF APPOINTMENT

An Independent Director (“ID”) shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for reappointment on passing of a Special Resolution by the shareholders and disclosure of such appointment in the Report of the Board of Directors. During this period, the ID will not be subject to retirement by rotation. The tenure will also be subject to the IDs continuing to meet the criteria of independence during the term of the appointment.

B. EXPECTATION

IDs are expected to:-

- (i) Take decisions objectively and solely in the interests of the Company.
- (ii) Facilitate Company’s adherence to high standards of ethics and corporate behaviour.
- (iii) Guide the Board in monitoring the effectiveness of the Company’s business policies and practices and to recommend changes required, if any.
- (iv) Assist 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.
- (v) Discharge the responsibilities according to the terms of reference of one or more of the Committees of the Board to which the IDs may be nominated.

C. FIDUCIARY DUTIES

- (i) IDs shall discharge the duties that are normally required of an Independent Director under the Companies Act, 2013, Listing Agreement and the Articles of Association of the Company.
- (ii) IDs 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) IDs shall perform their duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (iv) IDs shall not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company
- (v) IDs 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 and reports. IDs shall take reasonable efforts to keep

such information confidential and shall not disclose to any third party, such confidential Information, except with the prior consent of the Board.

D. INSURANCE

The IDs would be covered/indemnified as per the policy of the Company.

E. CODE OF CONDUCT

- (i) IDs shall abide by the Code of Conduct for Directors as approved by the Board of Directors.
- (ii) IDs shall abide by the Guidelines of professional conduct, role, function and duties as an Independent Director as provided in Schedule IV of the Companies Act, 2013.

F. COMPLIANCES

- (i) IDs will follow the Company's Code for Prevention of Insider Trading and the requirement of Companies Act, 2013 and SEBI regulations regarding insider trading, which inter alia requires that price-sensitive information is not used or transmitted and maintained securely.
- (ii) A Declaration of Independence as specified under the Companies Act, 2013 and Listing Agreement shall be submitted by the IDs in the beginning of every financial year during ID's tenure confirming whether the IDs meet the criteria of Independence and shall promptly inform the Board of any change in the status of ID's independence.
- (iii) So long as the IDs remain Independent Director of the Company, the number of companies in which the IDs hold office as a Director or a Chairman or Committee Member will not exceed the upper limit stipulated under the Companies Act, 2013 and the Listing Agreement.
- (iv) IDs are required to ensure that during their entire tenure, they do not get disqualified to act as a director pursuant to the provisions of Section 164 of the Companies Act, 2013.
- (v) IDs will ensure compliance with other provisions of the Companies Act, 2013 and the Listing Agreement as applicable to you as an Independent Director.

G. REMUNERATION

- (i) IDs will be paid sitting fees for attending each meeting of the Board and its committees as may be determined by the Board from time to time
- (ii) IDs will be entitled to reimbursement of expenses incurred by them in connection with attending the Board meetings, Committee meetings, General meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.