

Date: _____

To:
<Name>
<Address>

RE: APPOINTMENT AS INDEPENDENT DIRECTOR

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Dear Sir,

On behalf of the Company, I am pleased to inform that the Company has appointed you as Non-executive Independent Director. I am writing to set out the terms of the appointment. Please note that this is a contract for services and is not a contract of employment. The terms of the appointment, which shall, in any event be subject to the Articles of Association of the Company, are set out below.

TERMS AND CONDITIONS OF APPOINTMENT

1. Your appointment as a Non-Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013 read with rules made there under, listing agreement entered into with the stock exchanges (as amended from time to time) and Article of Association of the Company.
2. You will serve as an Independent Director of the Company to hold office for a period of five consecutive years for a term up to the conclusion of 28th Annual General Meeting of the company in the calendar year 2019.
3. Pursuant to the provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.

TIME COMMITMENT

As a Non-Executive Independent Director, you are expected to bring objectivity and independence of view to the Board's discussions and to provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. You shall strive to attend meetings of the Board and of the Boards Committees to which you may be appointed, separate meeting of Independent Directors and General Meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held at Registered Office of the Company.

ROLES AND DUTIES

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and non-executive, which are fiduciary in nature and are as under:

1. You shall act in accordance with the Company's Articles of Association as may be amended from time to time.
2. You 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.
3. You shall discharge your duties with due and reasonable care, skill and diligence.

4. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
5. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
6. You shall not assign your office as Director and any assignments so made shall be void.

In addition to the above requirements the Board of Directors also expect you to perform the following functions:

1. You should constructively challenge and help develop proposals on strategy for growth of the Company.
2. You should evaluate the performance of management in meeting agreed goals and objectives.
3. You should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are effective and defensible.
4. You are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning.
5. You will take responsibility for the processes for accurately reporting on performance and the financial position of the Company.
6. You should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

REMUNERATION

The Board determines the level of remuneration to be paid to its non-executive members within the limits imposed by Companies Act, 2013 or rules made there under. However, the directors may be paid remuneration for services rendered by him in other capacity and such remuneration shall not be included in the said limits provided that the services rendered are of professional nature and director possesses the requisite qualification for the practice of the Profession.

Membership and the chairmanship of board committees, and (subject to board approval on a case by case basis) particular company situations or events clearly outside the scope of directors' usual responsibilities shall attract supplemental fees.

The Company will reimburse you for all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented for the official work/assignment of the Company.

OUTSIDE INTERESTS

It is accepted and acknowledged that you may have business interests other than those of the Company. Please contact the Company Secretary or Chairman or Managing Director of the company as soon as possible to arrange for your interests as a director, shareholder, partner, officer, member or trustee of other companies or entities to be entered in the Register of the Company prepared/to be prepared under Companies Act, 2013. The said register is tabled at each director's meeting. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company. All other appointments must first be discussed with the Chairman before being accepted.

In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman/Managing Director and the Company Secretary.

SHAREHOLDINGS BY DIRECTORS IN THE COMPANY

Directors may hold shares in the Company. When buying or selling shares directors are expected to strictly observe the provisions of the Company's Memorandum of Association and Articles of Association and all relevant legislative and regulatory procedures including, in particular, Insider Code, Stock Exchange listing requirements, if applicable.

ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors. If, in your own case, you consider such advice is necessary, you should first discuss it with the Managing Director. Subject to the prior approval of the Managing Director, the cost of the advice will be reimbursed by the Company but you should ensure, so far as is practicable, that it is reasonable.

EVALUATION

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis as per Company's Policy. Your appointment and reappointment on the Board shall be subject to the outcome of the yearly evaluation process.

CODE OF CONDUCT

During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the following codes of conduct of the Company:

1. Code of Conduct for Board of Directors and Senior Management;
2. Code of Internal Procedures and Conduct for prevention of Insider Trading in securities of the Company and
3. Code of Corporate Disclosure Practices for prevention of Insider Trading, and such other requirements as the Board of Directors may from time to time specify.

PUBLICATION OF THE LETTER OF APPOINTMENT

In line with provision of Clause IV sub clause 6 of Schedule IV, under Companies Act, 2013, the Company will make public the terms and conditions of your appointment and will also arrange for it to be displayed on the Company's website.

CONFIDENTIALITY

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

RESIGNATION / TERMINATION

1. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board. In terms of provisions of the Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies, Gujarat.
2. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.
3. Notwithstanding other provisions of this Letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014 or on the occurrence of any event as defined in section 167 of the Companies Act, 2013 or occurrence of any event which is not in consonance with the listing agreement as amended from time to time.
4. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

GENERAL

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Ahmedabad.

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

We look forward to your association with us.

Yours sincerely,

For GANESH HOUSING CORPORATION LIMITED

**SHEKHAR G. PATEL
MANAGING DIRECTOR & CEO**