

POLICY ON APPOINTMENT AND REMOVAL OF DIRECTORS

INTRODUCTION

In terms of Section 178 of the Companies Act, 2013, rules made thereunder and the Listing Regulations, as amended from time to time, the Committee has formulated this policy on appointment and removal of Directors ('the Policy'). The Policy has been adopted by the NRC and the Board of Directors on March 31, 2015.

This policy shall act as a guideline for determining qualifications, positive attributes, independence of a Director and matters relating to the appointment and removal of Directors.

OBJECTIVE OF THE POLICY

To lay down criteria and terms and conditions with regards to the identification of persons who are qualified to become Directors (executive, non-executive and independent) including their qualifications, positive attributes and independence and who may be appointed as the Senior Management of the Company.

APPOINTMENT OF DIRECTORS

This Policy enumerates guidelines which may be used by NRC in selecting/appointing/re-appointing and removal of a Director:

- Assess skill-sets the Board needs given the strategies, challenges faced by the Company.
- In selecting individuals for appointment/re-appointment/removal of directors, the NRC may refer to the following guidelines/policies:
 - Board Membership Criteria (Refer Schedule A)
 - Board Diversity Policy (Refer Schedule B)
 - Criteria for determining independence of directors (in case of appointment of Independent Directors (Refer Schedule C)
- NRC members (either jointly/individually, as delegated) shall meet the potential candidate and assess his/her suitability for the role.
- NRC to recommend the appointment of shortlisted candidate to the Board for its consideration.
- Emergency Succession: If position of a Director suddenly become vacant by reason of death or other unanticipated occurrence, the NRC shall convene a special meeting at the earliest opportunity to fill such vacancy.

POLICY IMPLEMENTATION

- The Committee is responsible for recommending this Policy to the Board.
- The Board is responsible for approving and overseeing implementation of this Policy (with the support of the Committee)

REVIEW OF THE POLICY

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

COMPLIANCE RESPONSIBILITY

Compliance of this policy shall be the responsibility of the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

Schedule A

BOARD MEMBERSHIP CRITERIA

The Nominations and Remuneration Committee works with the Board to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education, and public service. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner.

In evaluating the suitability of individual Board members, the Committee considers many factors, including general understanding of marketing, finance, operations management, public policy, international relations, legal, governance and other disciplines relevant to the success of a large publicly traded infrastructure and real estate company in today's business environment; understanding of the Company's business; experience in dealing with strategic issues and long-term perspectives; maintaining an independent familiarity with the external environment in which the company operates and especially in the directors particular field of expertise; educational and professional background; personal accomplishment; and geographic, gender, age, and ethnic diversity.

The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business and represent stakeholders interests through the exercise of sound judgment, using its diversity of experience.

In determining whether to recommend a director for re-election, the Committee also considers the director's past attendance at meetings, participation in meetings and contributions to the activities of the Board, and the results of the most recent Board self-evaluation.

Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with the responsibilities at the Company.

Schedule B

Board Diversity Policy

PURPOSE

The need for diversity in the Board has come into focus post the changes in the provisions of the Companies Act, 2013 ("Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Listing Regulations, as amended.

The NRC has framed this policy to set out the approach to diversity on the Board of the Company ("Policy").

SCOPE

This Policy is applicable to the Board of the Company.

POLICY STATEMENT

The Company recognizes the importance of diversity in its success. A diverse Board will bring in different set of expertise and perspectives. The combination of Board having different skill set, industry experience, varied cultural and geographical background and belonging to different race and gender will bring a variety of experience and viewpoints which will add to the strength of the Company. While all appointments to the Board are made on merit, the diversity of Board in aggregate will be of immense strength to the Board in guiding the Company successfully through various geographies. The Committee reviews and recommends appointments of new directors to the Board. In reviewing and determining the Board composition, the Committee will consider the merit, skill, experience, race, gender and other diversity of the Board.

MONITORING AND REPORTING

The Committee will report annually, in the corporate governance section of the Annual Report of the Company, the process it employed in Board appointments.

REVIEW

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise

COMPLIANCE RESPONSIBILITY

Compliance of this policy shall be the responsibility of the Company Secretary and Chief Financial Officer (Corporate & Compliance) of the Company who shall have the power to ask for any information or clarifications from the Management in this regard

Schedule C

CRITERIA FOR DETERMINING INDEPENDENCE OF DIRECTORS

Purpose

The purpose of this policy is to define guidelines that will be used by the Board to assess the independence of Directors of the Company.

Independence Guidelines

A Director is considered independent if the Board makes an affirmative determination after a review of all relevant information. The Board has established the categorical standards set forth below to assist it in making such determinations. An Independent Director in relation to a company means a non-executive director other than a Nominee Director –

- Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.
- who is or was not a promoter of the Company or its holding, subsidiary or associate Company or was not a member of the Promoter Group of the Company.
- who is not related to promoters or Directors in the Company, its holding, subsidiary, or associate Company.
- Apart from receiving Director's remuneration, has or had no material pecuniary relationships with the Company, its holding, its subsidiaries, its associate companies or its promoters, or Directors, during the current financial year or three immediately preceding financial years.

None of whose relatives –

- (i) is holding any security of or interest in the Company, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value not exceeding fifty lakh rupees or two percent of the paid-up capital of the Company, its holding, subsidiary or associate company, respectively or such higher sum as may be prescribed;
- (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
- (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the three immediately preceding financial years or during the current financial year; or
- (iv) has any other pecuniary transaction or relationship with the Company, its subsidiary, its holding, associate company amounting to two percent per cent. or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

- who, neither himself / herself nor any of his / her relatives-

- (i) holds or has held the position of a KMP or is or has been employee of the Company or its holding, subsidiary or associate company or any company belonging to the promoter group of the Company, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed. Provided that in case of a relative who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.
 - (ii) is or has been an employee or proprietor or a partner, in any of the 3 financial years immediately preceding the financial year, in which he is proposed to be appointed of:
 - a firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate Company or;
 - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to 10% or more of the gross turnover of such firm;
 - (iii) holds together with his relatives 2% or more of the total voting power of the Company ("Substantial Shareholder");
 - (iv) is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate Company or that holds 2% or more of the total voting power of the Company.
 - (v) is a material supplier, service provider or customer or a lessor or a lessee of the Company
- who is not be less than 21 years of age.
 - who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.
 - who possesses such other qualifications as may be prescribed by the Companies Act, 2013.