



# NARENDRA PROPERTIES LTD.

Regd. Off. : Makanji House, 2nd Floor, # 49 (Old 25) Barnaby Road, Kilpauk, Chennai - 600 010.

## NARENDRA PROPERTIES LIMITED

### TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS [SECTION 149(8) READ WITH SCHEDULE IV TO THE COMPANIES ACT 2013 AND REGULATION 46 (2)(B) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Name of Independent Director	Term	Shareholder approval date	Date of Appointment / Re-appointment	Date of cessation
Mr S Ramalingam	1 <sup>st</sup> term	30-09-2014	30-09-2014	31-03-2019
	2 <sup>nd</sup> term	24-09-2018	01-04-2019	31-03-2024
Mr Babubhai P Patel	1 <sup>st</sup> term	30-09-2014	30-09-2014	31-03-2019
	2 <sup>nd</sup> term	24-09-2018	01-04-2019	31-03-2024
Mr K S Subramanian	1 <sup>st</sup> term	30-09-2014	30-09-2014	31-03-2019
	2 <sup>nd</sup> term	24-09-2018	01-04-2019	31-03-2024

### Terms of Reference

#### Board Committees

As advised by the Board, during the tenure of office, the independent directors may be required to serve on the Committees of the Board established by the Company. Upon appointment to any one or more committees, they will be provided with the Terms of Reference of that Committee.

#### Professional Conduct, Role and functions, duties

Independent Directors shall follow the (a) NPL Code of Conduct for Directors, (b) duties of directors prescribed under Section 166 of the Companies Act, 2013 and (c) Code of Independent Directors prescribed under Schedule IV to the Companies Act, 2013.


Tel : +91 - 44 - 2644 6600 / 2647 6600 / 4269 6600 / 4958 6600

E-mail : [info@narendraproperties.com](mailto:info@narendraproperties.com) Website : [www.narendraproperties.com](http://www.narendraproperties.com)



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## Remuneration

All Independent Directors will be paid a sitting fee as may be approved by the Board as may be decided by the Board for every meeting of the Board and subcommittees of the Board.

Reimbursement of expenses for participation in the Board, sub-committees of the Board and general meetings will be made.

## Dealing in shares

Directors are prohibited from dealing in the company's shares during the period when the trading window is closed. Further, they are required to pre-clear all trades (buy/sell/gift) from the Compliance Officer of the Company. Directors are required to comply with applicable insider trading laws and regulations.

## Training

Suitable training as and when needed and appropriate would be given.

## Retirement Age

Retirement would be governed by Companies Act, 2013 and the rules made thereunder, Listing Regulations and other statutory provisions, from time to time.

## Evaluation

Evaluation of Directors' performance will be done by the Nomination, Compensation and Remuneration committee of the Board. The Criteria for evaluation has been disclosed in the Company's Annual Report.

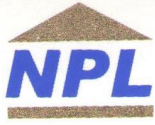
## Directors' and Officers' Liability Insurance Policy

The Company will provide D & O Liability Insurance Policy Cover in the manner and extent required.

*Chirag Mahur*

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## **Letters of appointment**

Letters of appointment outlining the terms of appointment and other required statutory matters have been issued to the each of the Independent Directors immediately upon their appointment.

**CHIRAG N MAHER**  
**MANAGING DIRECTOR**

**PLACE : CHENNAI**

**DATED : 01.04.2019**

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