

NARENDRA PROPERTIES LIMITED

UPDATED 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	Date of Appointment	Tenure up to / Date of resignation / Cessation
Mr S Ramalingam	30-09-2014	31-03-2019
Mr John K John	30-09-2014	09-08-2016 [Resigned]
Mr R. Subrahmanian	30-09-2014	09-08-2016 [Resigned]
Mr Babubhai P Patel	30-09-2014	31-03-2019
Mr K S Subramanian	30-09-2014	31-03-2019

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.



A handwritten signature in black ink, appearing to be "S. Ramalingam".

Remuneration

All Independent Directors will be paid a sitting fee 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 also 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 Agreement and other statutory provisions, from time to time.

Evaluation

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



**NARENDRA C MAHER
MANAGING DIRECTOR**



**PLACE: CHENNAI
DATED: 09.08.2016**