



**MEP INFRASTRUCTURE
DEVELOPERS LIMITED**

APPOINTMENT LETTER FOR INDEPENDENT DIRECTOR

Date:

Dear Shri

Re: YOUR INDUCTION AS INDEPENDENT DIRECTOR ON BOARD OF THE COMPANY

We are pleased to inform you that Board of Directors have approved your appointment as an Independent Director.

This letter confirms your appointment w.e.f. _____ as an **Independent Director** of **MEP Infrastructure Developers Limited (the Appointment)** on the following terms and conditions of the Appointment.

1. Your appointment is for a term of 2 years ending on _____
2. As an Independent Director you will not be liable to retire by rotation.
3. Re-appointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and Shareholders. Your re-appointment would be considered by the Board based on the outcome of the performance evaluation process and you continuing to meet the independence criteria.
4. In case of your resignation, the Company may in accordance with the Company's Memorandum of Association and Articles of Association or the Companies Act, relieve you. Upon such relieving or resignation for any reason, you will not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.
5. You are considered to be an Independent Director and will be identified as such in the Annual Report and other documentation. If circumstances change, and you believe that your independence may be in doubt or may be questioned, you should bring this matter to urgent attention of the Chairman of the Board as soon as practicable.
6. As a member of the Board you along with the other Directors will be collectively responsible for meeting the objective of the Board which include
 - requirements under the Companies Act, 2013
 - accountability under the Directors' Responsibility Statement.
7. You shall be abide by the "Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Companies Act, 2013 and duties of Directors as provided in the Companies Act, 2013 (including Section 166) and in Clause 49 of the Listing Agreement.
8. You will also be responsible for providing guidance in the area of your expertise.

Please confirm your agreement to the above by signing and returning to me the enclosed letter.

Yours Sincerely,
For and on behalf of
MEP Infrastructure Developers Limited

Vice-Chairman and Managing Director

(Letter from Independent Director)

From _____
DIN (_____)

To
The Board of Directors
MEP Infrastructure Developers Limited
A-412, boomerang, Chandivali Farm Road,
Near Chandivali Studio, Andheri East,
Mumbai – 400 072

Dear Sir(s)

Re: MY INDUCTION AS INDEPENDENT DIRECTOR ON BOARD OF YOUR COMPANY

I acknowledge your letter dated _____ with regard to my induction in the Board of Directors of your Company.

I accept, confirm and agree to the terms of my appointment as an Independent Director of your Company.

Yours Sincerely ,

(Signature)

Name:

Place:

Date: