

To,
Mr. _____,

Date: xx/xx/2014

Sub: - Appointment Letter

Dear Sir,

This is with reference to the declaration submitted by you to the Board of Directors regarding your independence as Director of Ashoka Buildcon Limited ("Company"). The Board of Directors have reviewed the same and are pleased to inform you that the Board of Directors of the Company at its Meeting held on May 13, 2014 has appointed you as Independent Director for a period of Five (5) years. This appointment is as per provisions of the Section 149 of the Companies Act, 2013 ("Act").

Appointment

1. As an Independent Director you will not be liable to retire by rotation.
2. Re-appointment at the end of the Term shall be based on the recommendations of the Nomination & Remuneration Committee and further subject to approval of Board and shareholders. Your appointment would be considered by the Board based on the outcome of the performance evaluation process and you continue to meet the independence criteria.
3. In case of Resignation, the Company may in accordance with the provisions of the Companies Act, 2013 and/or Memorandum of Association & Articles of Association of the Company relieve you. Upon such relieving or resignation for any reason, you will not be entitled to any damages for loss of office and no fees will be payable to you in respect of unexpired portion of the term of the appointment.
4. You will be Chairman / Member of the following Committees.

Copy of the terms of reference of the Committees is provided as an Annexure. The Board may re-constitute the committees from time to time and any such change will be communicated to you.

5. You are considered to be an Independent Director and will be identified as such in Annual Report or any other communique. You should promptly inform the Chairman of the Board about change in circumstances of your independence.

The Company has taken Directors & Officers Liabilities Insurance (D&O Policy) to safeguard the Directors from any liability to pay fine/penalty as a Director of the Company.

Duties & Responsibilities

We bring it to your kind attention, as an Independent Director of the Company, you need to observe a Code of Professional Conduct as prescribed under Schedule IV to the Act. As a Member of the Board along with all other Directors, you will be collectively responsible for meeting the objectives of the Board which may include ;

- Requirements under the Companies Act, 2013 (Act);
- Responsibilities of the Board as mentioned in the Corporate Governance requirements under Clause 49 of the Listing Agreement;
- Accountability under the Directors Responsibility Statement in the Annual Report;
- Maintaining the Code of Conduct of Business;
- Protecting and enhancing Ashoka Brand.

You shall be abide by the Code for Independent Directors as narrated in Sch. IV to section 149(8) of the Act and duties of Directors as per Act and in Clause 49 of the Listing Agreement.

You will be responsible for providing guidance in the area of your expertise.

Fees

You will be paid Sitting Fees of Rs. _____/- per meeting or any other higher amount approved by the Board. Fees will be subject to applicable tax deduction provisions. You will be reimbursed the actual expenses incurred by you for participating the various Board & other Meetings.

You must apply the highest standards of confidentiality and not disclose to any person or company any confidential information about the company or any group company which you know by virtue of your position of Independent Director.

Your attention is drawn to the requirements regarding price sensitive information. You should seek prior clearance from the Chairman. A copy of Code of Conduct for prevention of Insider Trading is enclosed.

You agree to abide by the Code of Conduct adopted by the Board of the Company. A copy of which is enclosed.

Kindly sign duplicate copy of this letter in token of your acceptance of letter and terms & conditions of appointment and return.

Thanking You,
For **Ashoka Buildcon Ltd.**

(Satish D. Parakh)
Managing Director

I confirm and agree to the terms of my appointment as an Independent Director of Ashoka Buildcon Limited as mentioned above.

Signature

Name :

Place :

Date :