

Date:

To

Dear Sir,

We thank you for submission of your confirmation that you meet the criteria of Independence under Section 149(6) of the Companies Act, 2013. We are pleased to inform you that the Board of Directors has approved your appointment as an Independent Director in the meeting held on _____.

1. Terms of Appointment

Term of your appointment as an Independent Director is for a period from _____ to _____. You will not be liable to retire by rotation at the AGM. During the term of your appointment as an Independent Director, you will continue to comply with the definition of "Independent Director" as defined under the Companies Act, 2013. This letter does not constitute a contract of employment.

2. Re-appointment

As required under the Companies Act, 2013, your re-appointment shall be subject to the provisions of Companies Act, 2013 and necessary approval of Board of Directors and Shareholders.

3. Disclosure of interest

You will be required to disclose your other Directorship, membership, partnership in other Bodies Corporate / Firms and the Chairmanship / Membership of the Committees of Board of Other Bodies Corporate.

4. Role and Duties of Independent Director

Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have prescribed the Role and Duties of Independent Director. As a member of the board, your role and duties will be as under:

- a. To abide by the provisions of Schedule IV and other provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. Contribute with independent judgment especially on issues of strategy, performance, and risk management by exercising your responsibilities in a bona fide manner in the interest of the company.
- c. Scrutinize the performance of management in meeting agreed goals and objectives. Review financial information and the financial controls. To seek appropriate clarifications and information which are required to exercise your duty as an Independent Director.
- d. In case of any change in your status as an Independent Director, immediately inform to the Board.
- e. Safeguard the interests of all stakeholders, particularly the minority shareholders. Not to abuse your position where it is detrimental to the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person / enterprise.
- f. To update and refresh your skills, knowledge and familiarity with the company.
- g. To follow the Code of Business Ethics and not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information.

5. Directors and Officers (D&O) Insurance

Company has taken Directors and Officers (D&O Policy) insurance policy against the personal liabilities of the Independent Directors.

6. Board Committees

The Board of Directors may, if it deems fit, invite you for being appointed at one or more existing Board Committees or any Committee that may be set up in the future. Your appointment at such Committee(s) will be subject to the applicable regulations.

7. Sitting Fees for participating in the Board and Committee Meetings

The sitting fees for participating in the Board and Committee Meetings will be decided by the Board of Directors. All expenditure incurred by the Director for attending the meetings will be reimbursed by the Company.

We look forward for your support and participation for the growth of the Company.

Thanking you,

Yours sincerely

For Johnson Controls-Hitachi Air Conditioning India Limited

Managing Director