

Date:

(Name: _____)

(DIN: _____)

(Address: _____)

Dear _____,

Sub: Your appointment as "Independent Director"

As authorised by the Board of Directors, I am pleased to inform you that based on the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors at its meeting held today i.e., _____, you have been appointed as an additional Director of the Company. As required under the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations], the Company is required to issue an appointment letter containing terms & conditions of your appointment and hence this letter.

Terms and Conditions:

A) Role & Responsibilities:

1. Your appointment as "Independent Director" of the Company is for __ (____) years effective _____ subject to approval of the shareholders at the first general meeting to be held hereafter.
2. Your role, functions and duties as Independent Director shall be in accordance with the provisions of Section 166 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and also as per the Listing Regulations entered into by the Company with the Stock Exchanges, as amended from time to time.
3. Your conduct as an Independent Director shall be in line with the guidelines prescribed for professional conduct as per Schedule IV (Code for Independent Directors) of the Companies Act, 2013.
4. The Company expects your attendance and active participation in the meetings of the Board and its Committees wherein you are appointed as a member so that the Company is benefitted with your knowledge and experience to ensure good governance.

B) Remuneration:

The Company will remunerate you for your time in the following manner:

- i) Sitting Fee for attending meetings: Rs. 60,000/- per meeting for attending Board and Audit Committee meetings and Rs. 30,000/- per meeting for other Committee meetings.
- ii) Annual Profit Sharing Commission: Subject to earning profits by the Company in the relevant financial year, the Company shall pay profit sharing commission upto a maximum sum of Rs.

25.00 lakhs, provided you have attended all the Board Meetings held during the said financial year; otherwise, the payment shall be made on pro-rata basis. You will also be paid upto a maximum sum of Rs.3.00 lakh per Committee, wherein you are a member, for attending all the meetings of such Committees held during the year, otherwise the payment will be made on pro-rata basis.

- iii) The above payments shall be subject to deduction of tax at source as applicable.
- iv) Payment of profit sharing commission shall however be subject to approval of the Board and within the overall limits prescribed in the Companies Act, 2013.

C) Others:

1. During the entire tenure of your directorship you will be bound by the Company's Code of Conduct and Insider Trading Code. You will be required to confirm/ acknowledge compliance of the Code of Conduct annually.
2. Your liability as a Director would be covered under Company's Insurance coverage under Officers & Directors Liability Policy. We look forward your continued support and guidance to the Company and its management as an Independent Director.

Thanking you.

Yours sincerely,

For Hitachi Energy India Limited

(Formerly known as ABB Power Products and Systems India Limited)

(Name: _____)

Designation: _____

(DIN: _____)