

Terms of Appointment as Independent Director

Name of the Director	Sri Ch. Hari Vittal Rao
Company	Gayatri Projects Limited
Date of Appointment	29.09.2014
Term of Appointment	Five Years
Roles and Duties	Roles and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement.
Sitting Fees	Rs.25000 per meeting of the Board and Rs.15000/- per meeting of the Audit Committee.
Reimbursement of expenses	In addition to the sitting fee, company will reimburse for travel, hotel, and other incidental expenses incurred in discharging roles and duties.
Induction	Should attend induction session, ongoing training and familiarisation sessions, including briefings from management and site visits.
Evaluation	Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Appointment and re appointment on the Board shall subject to the outcome of the yearly evaluation process.
Disclosure of Interest	Any interest should be disclosed not later than when the transaction or arrangement comes up at a Board meeting.
Termination	Resign from the position upon serving reasonable written notice on the Board.