

TNRDC/SEC/001/2015

April 1, 2015

Mr. N.R .Krishnan, IAS (Retd)
II Floor, No.18, 2nd Street, Balaji Nagar,
Royapettah, Chennai 600 014

Dear Mr. N.R.Krishnan,

Subject: TNRDC- Appointment as an Independent Director.

We are pleased to inform you that the Board of Directors of the Company at the meeting held on 24.3.2015 has appointed you as an Independent Director for the period of three years. Pursuant to the approval by the Shareholders of the Company in their extraordinary General Meeting held on 30.3.2015, this letter of appointment sets out the terms of your appointment as an Independent Director of Tamil Nadu Road Development Company Limited (the "Company"). Such appointment is also subject to the applicable provisions of the Companies Act, 2013 ("2013 Act"), any other applicable laws/rules, and the Articles of Association of the Company.

1. The term of appointment

Your appointment is for a term of three years from 30.3.2015 to 29.3.2018. You will not be liable to retire by rotation during this period.

2. Duties and responsibilities

I. As a member of the Board, you will be responsible for meeting the objectives of the Board.

II. You will provide oversight and governance over the performance of the Company and help maintain an environment of compliance and high ethical standards. You will advise and counsel the management. You may be required to serve on one or more Committees of the Board and if so, you will abide by their respective terms of reference / scope.

III. You will help in the Company to comply with:

- the provisions of the 2013 Act,
- any other requirements of the law,

By providing guidance and counsel not only when requested, but in a pro active manner, having reference to your field of expertise and your experience.

IV. You are required to abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act.

V. You will devote time to the Company in performance of your role.

VI. In addition to any other acts prohibited by applicable laws, or custom, during your term, You will not:

- Be involved in any situation in which you may have, or in which you may create a perception of having, a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- achieve or attempt to achieve any undue gain or advantage for yourself or to your relatives,
- assign your office to any other person.

3. Remuneration

Sitting fees as determined by the Board from time to time will be paid by the Company for attending the meetings of the Board or any Committee thereof. The Company will reimburse to you such fair and reasonable expenditure incurred by you, where such expenditure was necessary to enable you to perform your role as a Director of the Company.

4. Director evaluation process

As a member of the Board, you shall participate in the director evaluation process as set out by the Board and or Nomination and Remuneration Committee from time to time.

5. Disclosures

During the term you shall provide disclosures to the company as per the provisions the Companies Act, 2013 and other applicable statutes.

6. Termination

Your directorship on the Board of the Company may be terminated in accordance with the provisions of the 2013 Act.

You may resign from the directorship of the Company by giving a notice in writing. The resignation shall take effect from the date mentioned in the notice or at a later date as may be specified by you in that behalf or under the 2013 Act.

Your appointment is based on the declarations provided by you to the Company pursuant to the 2013 Act.

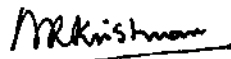
We believe that your association will be of immense benefit to the company. Kindly confirm your acceptance by signing and returning the enclosed copy of this letter.

Thanking you,
Yours Sincerely,
For Tamil Nadu Road Development Company Limited


Rajeev Ranjan, I.A.S., ^{1/2}
Chairman & Managing Director

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of Tamil Nadu Road Development Company Limited and I hereby affirm my acceptance of the same.



Name: (N. R. Krishnan)

Date : 01/04/15

Place : Chennai

TNRDC/SEC/002/2015
April 1, 2015

Dr. S. Narasimha Rao
Door No. 4/25 B, First Cross Street,
Kapaleeswarar Nagar, Neelankarai,
Chennai- 600 041

Dear Dr. Narasimha Rao,

Subject: TNRDC- Appointment as an Independent Director.

We are pleased to inform you that the Board of Directors of the Company at the meeting held on 24.3.2015 has appointed you as an Independent Director for the period of three years. Pursuant to the approval by the Shareholders of the Company in their extraordinary General Meeting held on 30.3.2015, this letter of appointment sets out the terms of your appointment as an Independent Director of Tamil Nadu Road Development Company Limited (the "Company"). Such appointment is also subject to the applicable provisions of the Companies Act, 2013 ("2013 Act"), any other applicable laws/rules, and the Articles of Association of the Company.

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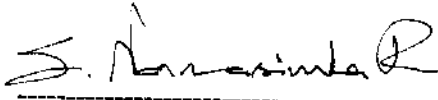
For Tamil Nadu Road Development Company Limited



**Rajeev Ranjan, I.A.S.,
Chairman & Managing Director**

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of Tamil Nadu Road Development Company Limited and I hereby affirm my acceptance of the same.



Name: (S. Narasimha Rao)

Date : 01/4/15

Place : Chennai