

Specimen
Letter of Appointment of Independent Directors

Date :.....

To

Mr.

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Dear Mr.,

Sub- Your appointment as an Independent Director of our Company

I am delighted to welcome you as an Independent Director, pursuant to the Companies Act, 2013 ('the Companies Act' or the Act') on our Board of Directors ("Board") following the approval of the shareholders at the ----- Annual General Meeting held today.

This letter is being issued for the sake of good order and clarity and in conformity with contemporary practices, the Companies Act and the SEBI Code of Conduct. This letter and the terms of your appointment are subject to the provisions of the Companies Act and rules made there under, the Company's Memorandum and Articles of Association, the provisions of the Listing Agreement and all other applicable laws, as may be in force. Please note that this is not a contract of employment.

1. TERM OF APPOINTMENT:

- 1.1 As per the provisions of sub-section (10) of Section 149 and in accordance with the resolution passed by the shareholders in the General Meeting held on 10th September, 2014, your appointment will commence from Annual General Meeting and will continue till theAnnual General Meeting of the Company.
- 1.2 Your appointment shall not be subject to rotation as per the provisions of subsection (6) of Section 152 of Companies Act, 2013 ('Act') read with the Articles of Association of the Company.
- 1.3 Your appointment as Independent Director of the Company was based, inter alia, on declaration by you that you comply with the conditions of independence as listed in Section 149 (6) of the Act read with relevant rules, and the Listing Agreement. If there is any change in circumstances affecting your independence, you are required to immediately let the Board of Directors know of the same, in terms of Section 149 (7) of the Act.
- 1.4 Your appointment will also terminate automatically on the expiry of the term of appointment as above, or if you vacate your office in terms of sec 167 of the Act.

2. DUTIES

- 2.1 As an Independent Director, besides the functions and duties applicable to every director, or the functions or duties of the Board collectively, you have several duties as set out in Schedule IV of the Act.
- 2.2 Committees to be served- As advised by the Board, during the tenure of office, you may be required to serve as a member of one or more Committees of the Board viz., Audit Committee, Stakeholders Relationship Committee, Nomination and

Remuneration Committee, Corporate Social Responsibility Committee (CSR) and other committees constituted as per the guidelines of Reserve Bank of India established by the Company. The tasks to be accomplished will be in accordance with the Terms of Reference of each of the above-mentioned committee, as may be decided by the Board of Directors, from time to time. You may also be required to serve on any other sub-committee of the Board and/or to accept additional appointments in or on behalf of the Company where best practice requirements dictate that an Independent, Non-Executive presence is required.

You are currently nominated in the following Committees: a)

- b)
- c)
- d)

3. REMUNERATION

3.1 You will be entitled to such sitting fees as approved by the Board. Currently, the sitting fees is Rs. for every Board Meeting and Rs each for Committee Meeting (viz., Audit Committee and Stakeholders Relationship Committee) attended during your term of appointment. Expenses incurred by you for the purpose of attending any meeting of the Board, or for participating through video conferencing as permitted by the Board, will be reimbursed separately as per the company's normal policy on reimbursements (if any).

3.2 In addition, you will be entitled for a commission not exceeding 1% of the net profits of the Company, computed under Section 198 of the Act, 2013 subject to a ceiling of Rs. per annum. For so long as this appointment lasts or is extended, your fee and commission will be reviewed annually by the Board.

3.3 Professional Advice - Directors are empowered to consult with the Managing Director and if necessary, with external advisers at the Company's expense subject to the

approval of the Board – to enable them to perform their duties. In addition, Directors may inspect any of the Company’s records after giving a reasonable notice to the Company Secretary.

4. GENERAL

4.1 Fiduciary duties and accompanying liabilities - You will be expected to perform your general fiduciary duties and exercise the skill and care expected of every Director. You do not have authority to commit the Company in any way, nor should you make any statements on the Company’s behalf or concerning the Company to the media, financial institutions or anyone associated with the stock market or investor community without the express authorisation of the Board.

You will be held liable, only in respect of such acts of omission or commission by a company which have occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you have not acted diligently.

4.2 Insurance- The Company may arrange for Director’s Liability Insurance in accordance with the decisions of the Board.

4.3 Securities trading and Shareholding -Holding of, and trading in, securities of the Company by its Directors shall be subject to the policies of the Board and laws and regulations applicable in respect thereof.

4.4 Confidentiality - You must apply the highest standards of confidentiality and not disclose to any person (whether during the term of the appointment or at any time thereafter) any confidential information concerning the Company or its subsidiaries. Confidential Information shall not be used by you for any purpose other than to discharge your legal duties. You agree that you will not disclose any of the matters,

affairs, or concerns which may come to your knowledge as a Director of the Company, to any person or persons whatsoever, except in the course and in the performance of your duties, or under the compulsion or obligation of law, or when officially required to do so by the Board, or by the auditors of the Company, or by any General Meeting of shareholders of the Company.

4.5 Code of Conduct and Business Ethics - That the company expects its Directors to follow the Company's Code Of Conduct And Business Ethics.

4.6 The list of actions that a director should not do while functioning as such in the company includes the following:

4.6.1 Any action that involves any violation of applicable law;

4.6.2 Any action that involves any breach, in letter and spirit, of the Company's Code of Business Ethics;

4.6.3 Any action that either involves the directors' personal interest, except as disclosed as per applicable law, or unduly compromises or conflicts with the interest of the company.

4.7 We confirm that:-

(a) you will be given full access to all information in or about the Company and its affairs which are available to the executive directors;

(b) agenda for Board meetings and all relevant papers which require study before Board meetings will be provided to you in good time (save in exceptional circumstances) to allow you to consider them in advance of meetings (and likewise for the proceedings of committees); and

(c) you will be given access to the Chairman, the Managing Director and the Chief Financial Officer of the Company, on a personal basis, whenever you request to see them, diaries permitting.

Yours sincerely,

For Maharaja Shree Umaid Mills Limited

Chairman & Managing Director

I agree to the terms and conditions set out above

Independent Director