

Appointment Letter

To
All Independent Directors
Rutron International Limited

Sub: Your appointment as an Independent Director of the Company- Rutron International Limited

Ref: Companies Act, 2013, Rules made thereunder and Clause 49 of the Listing Agreements relating to Corporate Governance.

We are pleased to inform you that the Shareholders of the Company at the Annual General Meeting held on 29th September, 2014 have passed the Resolution for your appointment as an Independent Director of the Company pursuant to the provision stated under the Companies Act, 2013 (Act).

As per the requirements of the Act, the above is being formalized through this letter of appointment. This letter sets out the terms of your appointment as an Independent Director.

(a) Appointment

In accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder as well as the applicable laws, you will serve as an Independent Director on the Board of the Company till 31st March, 2019, unless terminated earlier or extended as per the provision of this letter or applicable laws.

(b) Role & Duties

Your role will be that of a Non- Executive Independent Director in terms of the provisions of the Companies Act and the Listing Agreement. There are certain fiduciary duties prescribed for the directors and you shall be subjected to the same. In terms of Section 166 of the Companies Act, 2013, as a director of the Company you have the following fiduciary duties:

1. Act in accordance with the Articles of the Company
2. Act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.
3. Exercise duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. Not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
5. Not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if found guilty of making any undue gain, shall be liable to pay an amount equal to that gain to the Company.
6. Not to assign your office of the director and any assignment so made shall be void.

The penalty for contravention of the fiduciary duties shall be as provided in Section 166 of the Companies Act, 2013.

In addition to the above, you shall be responsible for complying with the requirements under Schedule- IV of the Companies Act, 2013.

(c) Code & Conduct

As an Independent Director of the Company, you come within the purview of the “Code for Independent Directors and you are required to abide by the said Code as provided under Section 149(8) read with Schedule–IV of the Companies Act, 2013 and also the duties of directors as provided under Section 166 of the Companies Act, 2013 and the rules made thereunder.

(d) Board Committees

As advised by the Board during your tenure of office, you may be required to serve on one or more of the Committees of the Board established / to be established under the Companies Act, 2013 / Listing Agreement. Upon your appointment to any one or more Committees, you will be intimated accordingly.

(e) Responsibilities

Independent Directors have the same general legal responsibilities to the Company as that of any other directors. The Board as a whole is collectively responsible for ensuring the success of the Company by directing and supervising the Company’s affairs.

(f) Disclosure

During your tenure as an Independent Director, at the first meeting of the Board and at subsequent meetings or whenever there is any change in the circumstances which may affect your status as an Independent Director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as well as the disclosure as to relatives, other Director ships, status on the disqualification of directorship, etc. in the formats as specified under the Companies’ Act, 2013 and the rules made thereunder.

It is a pleasure to have you on the Board of Directors of the Company. We are confident that your association, expertise and advice will immensely benefit the Company, the Board and all the stakeholders of the Company.

Yours Sincerely,

For Rutron International Limited

Sd/-

Director