

Date: 12/08/2014

To,
Mr. Keki Elavia,
2A, Anand Bhavan,
36th Road, Near National College,
Bandra (West),
Mumbai 400050,

Subject: Appointment as Non- Executive Independent Director for a tenure of Five (5) consecutive years under Companies Act, 2013

Dear Sir,

We are pleased to inform you that the shareholders of the Company at the 54th Annual General Meeting held on 08th August, 2014 have passed the resolution for your appointment as an Independent Director of the Company, pursuant to the Companies Act, 2013.

The terms and conditions covering your appointment are being formalized through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

Appointment

We are pleased to appoint you as a Non Executive Independent Director on the Board of Directors of Dai-ichi Karkaria Limited to hold office for five consecutive years for a term upto 31st March, 2019.

Role on the Board

We look forward to your expertise and experience in the fields of strategic planning, management, sales, marketing and corporate governance including Board best practice, in the functioning of the Board and the committees of the Board you may be nominated.

You may be nominated on one or more committees of the Board and you will be provided with the relevant Committee's terms of reference and any specific responsibilities. You are currently nominated on the following committees of the Board whose terms of reference have been provided to you:

- Member of the Audit Committee
- Member of Nomination and Remuneration Committee

Duties and Liabilities

The duties and liabilities that come with your appointment would be as per all applicable laws and the Articles of Association of the Company.



MGMT SYS
RVA C 024

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CIN: L24100MH1960PLC011681

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and the Listing Agreement with the Stock Exchange, some of which are specifically outlined below;

- The Code for Independent Director as per Schedule IV of the Companies Act, 2013.
- Revised Clause 49 of the Listing Agreement dealing with Corporate Governance framework which would be applicable with effect from 1st October, 2014.
- Disclosure of your interest as per the requirement of Section 184 of the Companies Act, 2013.

In case you so desire, Company would provide support to help you familiarize yourself with the relevant duties and obligations.

Technology

You may request by advance notification to the Chairperson or Company Secretary to participate in any meeting(s) of the Board or Committee of Directors when necessary through video conferencing, except for matters not to be so dealt under the Companies Act, 2013.

Independence

The Board of Directors of the Company have given due consideration to your declaration of being qualified as 'Independent' in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange. You will be required to provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. In case of any change in your Independent status, you should discuss the matter with the Chairperson of the Company at the earliest.

Evaluation Processes

As per the requirement of the Companies Act, 2013 and Listing Agreement, your performance evaluation shall be carried out by the Board of Directors annually, without your participation. Also you will be requested to participate in reviewing the performance of non-independent directors and the Board as a whole, performance of the Chairperson and other independent directors.

Code of Conduct

You are required to follow the Code of Conduct of laid down by the Company and furnish an annual affirmation of the same.

Highest standards of confidentiality are required to be applied by you and you are expected not to disclose to any person or company (whether during the course of the tenure as Independent director or at any time after its cessation), any confidential information

concerning the Company and any group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.

Prohibition on Insider Trading

Provisions under the Companies Act, 2013 and SEBI Regulations, specifies that the price sensitive information should be not used or transmitted and maintained securely. You are requested not to make any statements that might risk the compliance of these provisions without prior clearance from the Chairperson or Company Secretary.

Availability of Directors and Officers Liability Insurance

The Directors would be covered/ indemnified as per the policy of the Company.

Remuneration

You will be entitled to remuneration in accordance with the criteria, as approved by the Board of Directors on the recommendation by the Nomination and Remuneration Committee. You will also be entitled to fee for attending the meetings of the Board or Committee thereof either personally or through Video Conference. The remuneration and fee payable shall be subject to applicable tax deduction at source and other applicable taxes, if any.

In case of meetings held in city other than the city in which the Director resides and in the case that the Company does not make arrangements for conveyance or otherwise, you shall be reimbursed actual expenses incurred towards conveyance, lodging and boarding for attending the meetings.

General

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the Listing Agreement, as amended from time to time.

Looking forward to your co-operation and whole hearted participation as always.

Yours sincerely

For **Dai-ichi Karkaria Limited**

Sd/-

S. F. Vakil

Chairperson & Managing Director