

FORMAT OF APPOINTMENT/RE-APPOINTMENT OF INDEPENDENT DIRECTOR.

Shri,

Independent Director,(DIN),

Mohan Meakin Limited:

Dear Sir,

Appointment/re-appointment of Independent Director.

I am pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has approved your appointment/re-appointment as an Independent Director of the Company. This letter sets out the terms of your appointment/re-appointment.

Appointment/Re-appointment:

In accordance with the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement with the Stock Exchanges and other applicable Laws you will serve as an Independent Director of the Board to hold office for 5 consecutive years i.e. for a term upto the conclusion of the 85th Annual General Meeting of the Company in the calendar year 2019. Your appointment/re-appointment is subject to the approval of shareholders at the Annual General Meeting of the Company scheduled to be held on 25th September, 2014.

Board Committees:

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee. The quorum for meetings is either two members of the Committee or one-third of the members of the Committee, whichever is higher.

Functions, Responsibilities and Duties of Directors:

You must have also received by now the letter addressed by me to you on the above subject giving details of your functions, responsibilities and duties for implementation.

Remuneration:

The Remuneration of the non-executive/Independent Directors has been approved at a Meeting of the full Board. The total remuneration payable to the entire group of Non-executive/Independent Directors is limited to a fixed amount per year determined by the Board. This amount shall not exceed 1% of the net profit of the Company for the year calculated as per the provisions of the Companies Act, 2013. This remuneration shall be in addition to the fee payable to the Directors for attending the Meetings of the Board or other Committee Meetings. At present the fee for attending the Board Meeting and Committee Meetings is fixed at Rs.5,000/- per Meeting of the Board or Committee thereof.

Memberships of other Boards:

It is expected that you will not serve on the Boards of competing Companies. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

Dealing in shares and Code of Conduct:

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, Directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell/gift) from the CEO of the Company and the Compliance Officer. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct, enclosed with this letter of appointment.

It is a pleasure to have you on Board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Encls.

Yours faithfully,

COMPANY SECRETARY.

