

Terms and Conditions for Appointment of Independent Directors

Shri Kamal Sheth and Shri Anish Shah have been appointed as Independent Directors at the Annual General Meeting of the Company held on September 30, 2014 for a period of five years effective from September 30, 2014.

The Terms and Conditions applicable for the aforesaid appointment are as follows:

Appointment

1. Appointment as a non-executive independent Director on the Board of Directors of the Company is subject to provision of Companies Act, 2013 and Rules framed there under.
2. In Compliance with provisions of section 149(13) of Companies Act, 2013, Independent Director is not subject to retirement by rotation.

Notwithstanding other provisions of this Letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the company or on failure to meet the requirement of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.

Roles and Duties

1. Role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:
 - i. Director shall act in accordance with the Company's Articles of Association as may be amended from time to time.
 - ii. Director shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole and in best interest of the Company.
 - iii. Director shall discharge your duties with due and reasonable care, skill and diligence.
 - iv. Director shall not involve yourself 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.
 - v. Director shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
 - vi. Director shall not assign your office as Director and any assignments so made shall be void.

Anil Limited

Status of Appointment

Independent Director will not be an employee of the company and letter of appointment shall not constitute a contract of employment. Independent Director will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board.

Reimbursement of Expenses

In addition to the remuneration by way of sitting fees described above, the company will, for the period of appointment, reimburse expenses for participation in the Board or other committee meetings.

Disclosure of Interest

Any material interest that a Director may have in any transaction or arrangement that the company has entered into should be disclosed not later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contract with a particular person, firm or company is acceptable.

Code of Conduct

During the appointment Independent Directors are required to comply with regulations as contained in schedule IV under Companies Act, 2013, including the following codes of conduct of the company:

- i. Code of Conduct for Board of Directors and Senior management,
- ii. Code of Internal Procedures and conduct for prevention of Insider Trading in Securities of the Company

Committees

Independent Directors may be appointed on the following Committees of Board:

- i. Audit Committee
- ii. Stakeholders Relationship Committee
- iii. Nomination and Remuneration Committee
- iv. Committee of Board of Directors
- v. Corporate Social Responsibility Committee

Termination

1. Independent Director may resign from the position at any time and should if they wish to do so, they are requested to serve a reasonable written notice on the Board. In terms of provisions of the

Anil Limited

Companies Act, 2013, they are required to file a copy of their resignation letter with the Registrar of Companies, Gujarat.

2. Continuation of appointment is contingent on getting re-elected by the Shareholders in accordance with the provisions of Companies Act, 2013 and the Articles of Associations of the Company, from time to time in force.

Evaluation mechanism

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Anil Limited