

TIRUPATI

INDUSTRIES (INDIA) LIMITED

ACHIEVE



DRAFT TERMS OF APPOINTMENT OF INDEPENDENT DIRECTOR

This letter is issued to record your appointment as an Independent Non-executive Director of Tirupati Industries (India) Limited ("TIIL" or "Company"), as per the applicable provision of the Companies Act, 2013 notified with effect from 1st April, 2014 as per following terms:

1. TERM OF OFFICE

You have been appointed for a term of five years i.e. From _____ . You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

2. REMUNERATION

Sitting fee for attending each meeting of Board as well as the Committees thereof of which you are member, attended by you, shall be payable at the rate decided by the Board from time to time subject to applicable law in this regard.

The Company shall reimburse you all expenses properly and reasonably incurred by you for the purposes aforesaid and in performance of duties as per provisions of the applicable laws as per the Company rules and policies.

As an independent director you shall not be entitled to any stock option scheme of the Company..

3. CODE OF CONDUCT, ROLE, FUNCTIONS, DUTIES, MANNER OF APPOINTMENT / REAPPOINTMENT ETC.

You are expected to abide by the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013 and /or any other applicable laws including rules, regulations, listing agreement made with the Stock Exchanges and, in particular, SEBI Act and all applicable Regulations prescribed there under from time to time.

We look forward to your continued support and guidance in our endeavor to constantly strive for better governance to ultimately work towards maximization of all stakeholders' interest and value.

Sincerely Yours ,

For **TIRUPATI INDUSTRIES (INDIA) LIMITED**

MANAGING DIRECTOR