



# Machino Plastics Limited

ISO/TS 16949:2009 Certified



ABS Certificate No: 40683  
IATF Certificate No: 28290

---

**Registered Office & Plant :**

3, Maruti J. V. Complex, Delhi - Gurgaon Road,  
Haryana - 122 015, India

Tel. : 0124-2341218, 2340806  
Fax : 0124-2340692

E-mail : [machinopl@vsnl.com](mailto:machinopl@vsnl.com)  
Website : [www.machino.com](http://www.machino.com)

---

12<sup>th</sup> August, 2014

**Mr. Girish Chandra Dwivedi**

H. No. 43, South City - I  
Gurgaon - 122001

**Sub: Appointment as an Independent Director of the Company**

Dear Sir,

In accordance with Section 149 of the Companies Act 2013, Schedule IV and Companies Appointment and Remuneration of Managerial Personnel Rules 2014, I have pleasure of issuing this formal letter of appointment to confirm your appointment as an Independent Director to the Board of the company with effect from 1<sup>st</sup> April, 2014 up to 31<sup>st</sup> March, 2019. The terms and conditions governing your appointment are summarized below:

**1. TERM OF APPOINTMENT**

In accordance with the Companies Act, 2013 and other applicable laws and rules made thereunder, you shall serve as an Independent Director of the Board for a period of five consecutive years with effect from 1<sup>st</sup> April, 2014. Your appointment has been approved by the shareholders in the 29<sup>th</sup> Annual General Meeting of the company held on 12<sup>th</sup> August, 2014.

**2. TIME COMMITMENT ENVISAGED**

As an independent director of the company, you shall be involved in a number of board and committee meetings (of which you are member) each year along with the Annual General Meeting of the company. The Company will provide you with adequate notice of the proposed board meeting dates. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

**3. POWERS AND ROLES**

As an independent director of the company your role, functions and duties will be as outlined in Schedule IV (Section 149 sub section 7) of the Companies Act, 2013. There shall be at least one separate meeting of the Independent Directors of the company once in a year as laid down in Schedule IV of the Companies Act, 2013.

**4. DIRECTOR'S FEES**

As an independent director of the company you shall be paid sitting fees as decided by the board from time to time for attending each Board meeting of the company and any Board Committee Meeting of which you may be appointed as a member from time to time.

**5. DIRECTORS AND OFFICERS (D &O) INSURANCE**

The company has taken D&O Insurance policy amounting to Rs. 10,00,00,000/- (Rupees Ten Crores Only) to pay for personal liabilities of directors and officers for claims made against them while serving on the Board or as an officer of the company. A copy of policy is attached.

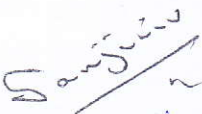
**6. CONTINUOUS DISCLOSURE OF INTEREST**

It shall be your duty to inform the company at the first meeting of the Board in which you participate as an independent director and thereafter at the first meeting of the board in every financial year or wherever there is any change in the circumstances which may affect your status as an independent director of the company, shall give a declaration in the specified format.

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

Thanking you

Yours faithfully  
For **Machino Plastics Limited**

  
**Sanjiv Jindall**  
Vice Chairman &  
Managing Director