



Machino Plastics Limited



ABS Certificate No: 40683
IATF Certificate No: 28290

Registered Office & Plant :
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12th August, 2014

Mr. Sundaram Balasubramanian
E - 103, Raheja Atlantics,
Sector - 31, Gurgaon - 122002

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 1st April, 2014 up to 31st 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 1st April, 2014. Your appointment has been approved by the shareholders in the 29th Annual General Meeting of the company held on 12th 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