

CHL LIMITED

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CIN: L55101DL1979PLC 009498

CHL 2014-2015

Dated 4th October, 2014

Mr. Subhash Krishandayal Ghai
12, CLIF Tower,, Mount Mary
Road, Bandra (West), Mumbai,
400050, Maharashtra

Dear Mr. Subhash Krishandayal Ghai,

On behalf of all the Board members of CHL Limited, I would like to express my gratitude to you as an Independent Board member.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the new Company law i.e. Companies Act, 2013. The Act, 2013 has specifically defined the roles, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The newly enacted Companies Act, 2013 and the recent amendments by SEBI to the Listing Agreement require that a Company should issue appointment letter to all its Independent Directors.

You have already been a member of the Board since 29.11.1997, and have been performing your expected role. However, in fulfillment of the requirements of the revised law, we are pleased to issue this formal appointment letter to you. This letter will set out the terms of your appointment and your roles, duties, responsibilities and liability as an Independent Director on the Board of CHL Limited.

Kindly return the duplicate copy of this letter, and the Terms of Appointment enclosed herewith, duly signed by you in confirmation.

We look forward to your continued support and guidance.

Thanking you,

Yours sincerely
For CHL Limited

Sd/-
Lalit Kumar Malhotra
(Chairman & Managing Director)
DIN: 00213086

Terms of Appointment of Independent Director

On behalf of the Company I write to confirm your appointment as an Independent Non-Executive Director of CHL Limited ("CHL" or "Company"), as per the provision of the Companies Act, 2013 with effect from 29.09.2014. I set out below the terms of your appointment:

1. TERM OF OFFICE

You have been appointed as an Independent Non-Executive Director for a period of five (5) years effective from 29.09.2014 in the 35th Annual General Meeting held on 29.09.2014. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of directors. You may cease to hold office as a Director.

At any time you may resign by written notice. It is desirable that you give the Chairman reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible so that the Company can plan for succession of skills and experience on the Board; and you may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act, 2013; or

You may be removed as a director or otherwise required to vacate office under any applicable law and under the Article of Association of the Company.

Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

2. COMMITMENTS

A) Independent Director

You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director. You will be involved in a number of Board and Committee meetings each year. You should strive to attend all the scheduled quarterly Board Meetings; General Meetings; Committees Board Meetings and other meetings or attendance as necessary.

As an independent director you should strive to hold and present in at least one meeting in a year without the presence of non-independent directors and members of management with the sole objective of:

- (a) review the performance of non-independent directors and the Board as a whole;
- (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors:

- (c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B) The Company

- The Company shall provide you with adequate notice of the dates of proposed board meeting, general meetings, and meetings of board committees. As per the provision of the Companies Act, 2013 the Company is expected to give you an advance notice of minimum seven (7) days of every board and committee meetings. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director shall be present at the meeting and in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director. The notice of the Board / Committee meetings will be provided along with the agenda of the Board / Committee meetings.
- The Company will train its Board members in the business model of the Company as well as the risk profile of the business parameters of the Company and their responsibilities as Directors.
- The Company will provide special training courses which are conducted by the various professional bodies to ensure that the Directors are refreshed and equipped to perform their role with the highest standards.
- The Company shall inform the Directors about any upcoming events in the Company.
- The Company shall ensure that director is update about latest happening in the industry and in the field of law applicable on the Company by allowing them to visit the seminars held in these respect.
- The Company has established an effective whistle blower mechanism so that the Directors can raise their concerns.
- It shall be the responsibility of the Company to provide the Independent Director with all the information and documents they validly require to fulfill their functions.
- The Company shall ensure that the Independent Directors are aware of their statutory obligations.

3. CODE OF CONDUCT, FUNCTIONS AND DUTIES

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. You will have all the usual duties of an Independent Director under Company law and applicable Listing Agreement of the BSE & NSE, including attendance at Board Meetings, the Annual General Meeting, meetings of Independent Directors, meetings with Investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. You will be required to serve on such committees as the Board may request, including but not limited to Audit and/or Nomination and Remuneration and/or Stakeholders Relationship and/or Financial & Borrowing committee of Directors and/or sub-committee of Directors. In addition, you will be expected to devote appropriate preparation and travel time ahead of each meeting.

As a Director of CHL Limited, you will have legal duties and obligations under the Companies Act, 2013. It is expected that you will familiarize yourself with the relevant Directors' Duties, roles and responsibilities as given in "Schedule IV - Code for Independent Directors" of the Companies Act, 2013. Please refer **Annexure – I** enclosed herewith.

4. LIABILITY

As an Independent Director, you will be liable only in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. TECHNOLOGY

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Directors' meetings.

You may attend the Board or Committee meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

6. CONFLICT OF INTEREST

By accepting this appointment you will be deemed to have confirmed that any other position you hold including your directorships in other organizations, shall not give rise to any conflicts of interest in relation to your appointment as an Independent Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

As an Independent Director you shall not engage in any activity/ies that is not expected from you as an Independent Director.

7. DISCLOSURES

You shall be required to submit certain information in the prescribed forms on a defined periodicity. The Company Secretary shall be the coordinating officer for this.

You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.

During your tenure as an Independent Director you are required to give a declaration that you meet the criteria of independent every financial year as provided under Section 149 of the Companies Act, 2013. Format of Disclosure is enclosed as **Annexure – II.**

8. DIRECTORS' FEES

You shall be paid a sitting fee of Rs. 20,000/- for attending the each meeting of Board, as per the provision of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company shall reimburse you all travelling, hotel, and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

9. REVIEW

The performance of individual Directors, the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Managing Director or the Chairman as soon as you can.

10. CODE OF CONDUCT

You are required to abide by the Code of Conduct prescribed for all Board members and senior management of the Company and Code of Conduct for Prevention of Insider Trading for employees including Directors, as issued by the Company. Copy enclosed herewith as **Annexure – III.**

11. INDUCTION & TRAINING

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the Directors are refreshed and equipped to perform their role in the highest standards and performance possible. You should feel free to request any further information which you require, at any time.

12. INDEMNITY AND INSURANCE / PROVISION FOR DIRECTORS AND OFFICERS (D AND O) INSURANCE

The Company may obtain a Directors' & Officers' liability Insurance Policy for you. Details of the same will be provided by the Company Secretary as and when such policy is taken by the Company.

13. CONFIDENTIALITY AND ACCESS TO COMPANY RECORDS

Under Company law, Directors have a right of access to Company's documents and records, including financial records.

Any confidential information which may come to your knowledge in the performance of your duties as a Director of the Company must not be divulged, except so far as:

- a) may be necessary in connection with the proper performance of your duties to the Company;
- b) the Company may from time to time authorise you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c) You may be required by law to disclose.

14. APPLICABLE LAW

This letter of appointment shall be governed by the laws of India.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to me at the above address. In returning this letter duly signed, you agree that the Company may make this letter publicly available.

Yours sincerely
For **CHL Limited**

Sd/-
Lalit Kumar Malhotra
(Chairman & Managing Director)
DIN: 00213086

I have read and agree to the above terms regarding my appointment as an Independent Non-Executive Director.

Sd/-
Signature
Subhash Krishandayal Ghai
(Director)
DIN: 00019803

Power, duties and responsibility of Independent Director

A. PROFESSIONAL CONDUCT

As an Independent director of the Company, you shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising your duties;
- c) exercise your responsibilities in a bona fide manner in the interest of the Company;
- d) devote sufficient time and attention to your professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate his exercise of objective Independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that would lead to loss of your independence;
- h) where circumstances arise which make you as an independent Director lose your independence, you must immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

B. ROLE AND FUNCTIONS

As an Independent director of the Company, you shall:

- a) help in bringing an Independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) balance the conflicting interest of the stakeholders;
- g) determine appropriate levels of remuneration of executive Directors, Key Managerial Personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, Key Managerial Personnel and senior management;
- h) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

C. DUTIES

As an Independent director of the Company, you shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- d) participate constructively and actively in the committees of the Board in which you are a chairperson or a member;
- e) strive to attend the general meetings of the Company;
- f) ensure that your concerns about the running of the Company or a proposed action are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep yourself well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism;
- k) are not prejudicially affected on account of such use;
- l) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- m) acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- n) not disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.