

BRIEF PROFILE OF INDEPENDENT DIRECTOR, TERMS AND CONDITIONS OF APPOINTMENT.

Brief Profile

Mr. Rajesh I. Mody

Mr. Rajesh I. Mody is the Non-Executive Independent Director of your Company since 24th August, 2004. He is a graduate in science and is a businessman having wide experience in marketing. His continuing guidance is very valuable to your company. It will be in the interest of the company that Shri Rajesh I. Mody continues as a Director of the Company.

Mrs. Binaben Parasbhai Patel

Mrs. Binaben Parasbhai Patel, who is qualified Post Graduate (M. Com) and business experience in Tuition and Coaching in Classes was requested to join the Board as Independent women Director.

Terms and Conditions of Appointment

1. **Terms of Appointment:** - Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. - Appointment is for the five year - Not liable to retire by rotation as per the provisions of the section 149(13) of the companies act, 2013.

Mrs. Binaben Parasbhai Patel (DIN 07131005), a non executive director appointed as an additional director on 25-03-2015, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, subject to the approval of members in the ensuing Annual General Meeting, to hold office for five consecutive years, with effect from 01st October, 2015 to 30th September, 2020.

2. **Duties:** - In addition to their role as a Director, the Board may nominate Independent Director as the Chairman / Member of other Board Committees, as it may deem fit from time to time. - Further, schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013

3. **Expectation of the Board from the appointed directors.** As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

4. **Code of Business Ethics:** - The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same.

The Policy of the code of conduct also posted on the website of the company.

5. **Remuneration:** - Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.