



R. T. EXPORTS LTD

Date: 30.09.2015

Mr. Vishnu Mehra

C-3/166, Sec – 36, Noida,
UP - 201303.

Dear Sir,

Re: Letter of Appointment of Independent Director, Vishnu Mehra

We are glad to inform you that you are appointed as Independent Director of the Company by the members in the 35th Annual General Meeting of the Company, pursuant to the provisions of the clause 49 of the Listing Agreement, section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

We have pleasure in issuing this formal Letter of Appointment to confirm your appointment as an Independent Director. The terms and conditions governing your appointment are summarized below:

(1) Terms of Appointment

The term of appointment is for five (5) years ending on 30th September, 2020, unless otherwise removed by the company earlier or at the discretion of either party.

(2) Time Commitment Envisaged

Being an Independent Director, you will be involved in a number of Board and Committee meetings each year. Currently, there is an expectation that you will attend the scheduled Board Meetings, Committee Meetings, Independent Directors Meeting, Annual General Meeting, and other special meetings as necessary. The Company will provide you with adequate notice of the proposed 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) Power and Duties

The management and control of the business of R.T. Exports Ltd. is vested in the Board. All Directors must make decisions objectively in the interests of the Company.

(4) Directors' Fees

You will be paid no fees for attending meetings of Board or that of the Committees. However, the Board will periodically review about the payment of fee to its Directors. The Company will reimburse you for all reasonable and properly documented expenses incurred in performing the duties of your office.



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(5) Compliance of various Rules, Companies Act and Listing Agreement as applicable to Independent Director:

Your appointment as Independent Director is governed by clause 49 of the Listing Agreement, section 149 of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions thereof (including any statutory modification(s) or re-enactment thereof for the time being in force). It is accepted and acknowledged your business interests other than those of the Company and the declared conflicts that are apparent at present. Further, we took a note of the Consent given by you in Form DIR-2 and Declaration under section 149(7) of the Companies Act, 2013. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the Chairman as soon as apparent. You agree to provide to the Chairman promptly all information that may be required for these purposes without limitation.

You should be aware that under the applicable laws you will generally not be entitled to attend any part of a Board Meeting / Committee Meeting or to vote, on any matter on which you have a material personal interest unless the other directors unanimously decide otherwise. Any material interests are required to be disclosed.

(6) Continuous Disclosure Policy

Please note that you are required to follow the "Continuous Disclosure Policy" at all times, in the prescribed forms, if any, as per the applicable compliances.

You are free to contact me at any time should there be any queries concerning the above matters or any other issues that you wish to discuss. Please signify your acceptance to the above terms and conditions that govern your appointment by signing and returning the duplicate copy of this letter.

Yours faithfully,

For R. T. Exports Ltd.


Director & CFO
DIN:00160121



I, Mr. Vishnu Mehra, hereby accept the terms and conditions of appointment as set out in this letter.


Signature:

Date: 30.09.2015