



Royal India Corporation Ltd.

October 02, 2014

To,
Manisha Anand
62, C wing, Mittal Tower,
Nariman Point,
Mumbai- 400021.

Subject: Your Appointment as Non-Executive Independent Director of the "Royal India Corporation Limited" (Company).

Dear Madam,

On behalf of the Company, I take this opportunity to congratulate you, on your appointment as a Non-Executive Independent Director on the Board of Directors of the Company as per the provisions of the Companies Act, 2013 as approved by the Shareholders of the Company at their 30th Annual General Meeting of the Company held on 30th day of September, 2014.

This letter of appointment sets out the terms and conditions covering your appointment and your roles, duties, responsibilities, and liabilities as an Independent Director on the Board of the Company.

I: Preface

Your appointment is subject to the following:-

1. As per Section 149 (7) of the Companies Act, 2013; you will submit a declaration in the beginning of the Financial Year stating that you meet the criteria of Independence.



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2. So long as you are Independent Director of the Company; the number of Companies in which you hold office as a Director or a Chairman or Committee Member will not exceed the limit stipulated under the Act and the Listing Agreement.
3. So long as you are Independent Director of the Company, you will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Companies Act, 2013.
4. You will ensure compliance with other provisions of the Act and the Listing Agreement as applicable to you as an Independent Director.

II: Appointment/Re-appointment:

1. Your appointment is for an initial term of Five (5) consecutive years with effect from 30th September, 2014 up to 29th September, 2019.
2. During the appointment you may be asked to serve on one or more of the Board Committees.
3. Re-appointment for another term of maximum period of five years at the end of Current Term shall be subject to the approval of the Board and the shareholders by way of Special Resolution. Your re-appointment would be considered by the Board based on the outcome of the performance evaluation process and you continuing to meet the independence criteria.
4. Your appointment is based on the "Independence" criteria as provided in Section 149(6) of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement.
5. You will not be liable to retire by rotation.



