



# SUNIL INDUSTRIES LIMITED

(AN ISO 9001 & 14001 CERTIFIED COMPANY)

**Corporate Office**  
315, Rewa Chambers  
New Marine Lines, Mumbai - 400 020  
Tel. : (022) 2201 7389 / 2208 7860  
Fax : (022) 2208 4594  
E-mail : info@sunilgroup.com  
www.sunilgroup.com  
CIN No.: L99999MH1976PLC019331

24<sup>th</sup> March, 2015

To,  
Mrs. Alka Bajaj  
K-305, Green Woods Complex,  
A. K. Road, Chakala,  
Andheri (East),  
Mumbai - 400 093

Sub: Appointment of Additional Independent Non-Executive Director.

Dear Sir,

This to inform you that, The Board of Directors of the Company have appointed you as an Additional Independent Non-Executive Director as per the circular resolution dated 23<sup>rd</sup> March, 2015 w.e.f. 23<sup>rd</sup> March, 2015 for a period of five consecutive years upto 22<sup>nd</sup> March, 2020 pursuant to section 149 of the Companies Act, 2013, subject to shareholders' approval in the forthcoming Annual General Meeting.

The terms & Conditions proposed to be entered into by the Company with you, in respect of appointment, contains the following;

Name & Designation of Director	Mrs. Alka Bajaj Additional Independent Non Executive Director.
Date of Appointment	23 <sup>rd</sup> March, 2015
The Term of Appointment	23 <sup>rd</sup> March 2015 to 22 <sup>nd</sup> March, 2020
The expectation of the Board from the appointed Director; the Board-level Committee(s) in which the Director is expected to serve and its tasks;	<ul style="list-style-type: none"><li>-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;</li><li>-Bring an objective view in the evaluation of the performance of board and management;</li><li>-Safeguard the interests of all stakeholders, particularly the minority shareholders;</li><li>-Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;</li><li>-Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance</li></ul>



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<p>The Fiduciary duties that come with such an appointment along with accompanying liabilities</p>	<ul style="list-style-type: none"><li>-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;</li><li>- To attend the general meetings of the company</li><li>- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;</li><li>-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 are not prejudicially affected on account of such use;</li><li>- Acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees</li></ul>
<p>Provision for Directors and Officers (D and O) insurance, if any;</p>	<p>No provisions</p>
<p>The Code of Business Ethics that the Company expects its Directors and Employees to follow</p>	<ul style="list-style-type: none"><li>-Uphold ethical standards of integrity and probity;</li><li>- Exercise his responsibilities in a bona fide manner in the interest of the company</li><li>-Act objectively and constructively while exercising his duties</li><li>-Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;</li><li>-Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;</li><li>-Assist the company in implementing the best corporate governance practices.</li></ul>
<p>The list of actions that a Director should not do while functioning as such in the Company; and</p>	<ul style="list-style-type: none"><li>-Refrain from any action that would lead to loss of his independence</li><li>-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.</li><li>- Not abuse his/her 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;</li><li>-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</li></ul>



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The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

As per decided by Board and as per company policy

Please sign the duplicate copy of the letter as a token of your acceptance and return it to us for office records.

Thanking you,

Yours truly,

FOR SUNIL INDUSTRIES LIMITED

VINOD LATH  
MANAGING DIRECTOR  
DIN: 00064774