

March 26, 2016

**Ms. Asha Bhandari**C-131, Defence colony  
2<sup>nd</sup> Floor,  
New Delhi-110024**Sub: Appointment as an Independent Director of the Company**

Dear Sir,

On behalf of the Company, I wish to inform you that the Board of Directors of the Company at their Meeting held on March 26, 2016, have approved your appointment as Independent Director for second term of office for a period of five year i.e., from 01.04.2016 to 31.03.2021. Your appointment is subject to approval of company in general meeting and you shall not be liable to retire by rotation.

This letter sets out the terms of your appointment, are subject to the provisions of the applicable laws, including Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Articles of Association of the company.

The term and Conditions covering your appointment are as follows:

**Appointment**

1. Your appointment as a Non-Executive Independent Director on the Board of Directors is subject to the provision of Companies Act, 2013.
2. In compliance with provisions of the companies Act, 2013, your directorship is not subject to retirement by rotation.
3. Notwithstanding other provisions of this letter, the appointment may be terminated on failure to meet the parameters of Independence as defined in Section-149(6) or on the occurrence of any event as defined in Section-167 of the Companies Act, 2013.
4. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

**Committees**

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such committee(s) will be subject to the applicable regulations.

## **Role, Duties and Responsibilities**

Your role and duties will be those normally required of a Non-executive Independent Director under Companies Act, 2013 and the Listing Agreement. There are certain duties prescribed for all Director, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- I. You shall act in accordance with the company's Articles of Association.
- II. You shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interest of the company.
- III. You shall discharge your duties with due and reasonable care, skill and diligence.
- IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- VI. You shall not assign your office as director and any assignments so made shall be void.

## **Code of Conduct:**

As an Independent Director, you agree to comply with regulations as contained in scheduled IV under Companies Act, 2013, including the following code of conduct of the Company:

1. Code of Conduct for Board of Directors and Senior Management;
2. Code of Internal Procedure and Code for prevention of Insider Trading in securities of the Company;

And such other requirements as the Board of Directors may from time to time specify.

## **Status of appointment:**

The sitting fees presently paid to the Non - Executive Independent Director is Rs. 10,000/- per meeting of Board and Committee thereof.

You will have no entitlement to participate in any employee stock option scheme operated by the Company.

### **Disclosure of Interest:**

It is accepted and acknowledges that you shall provide a general notice that you are interested in any contracts with a particular person, firm or company in a prescribed form in accordance with the provisions of Companies Act, 2013.

### **Publication of the Letter of appointment:**

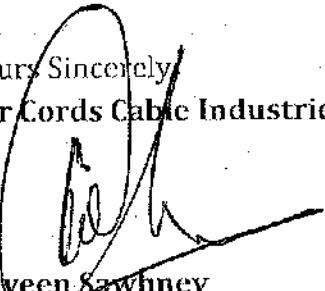
You may resign from the position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board. In terms of the provisions of Companies Act, 2013, you are requested to file a copy of your resignation letter to Registrar of Companies (ROC).

### **General Condition:**

1. Please confirm your agreement to the above by signing and return the enclosed duplicate of this letter.
2. The term and conditions of appointment of Independent Director shall be open for inspection at the registered office of the company by any member during the normal business hours.

Yours Sincerely

**For Cords Cable Industries Limited**

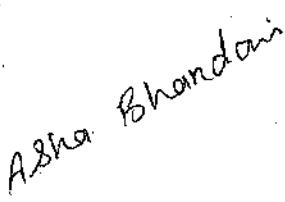
  
Naveen Sawhney

Managing Director

Din: 00893704

C-68, Kalkaji

New Delhi-110019

  
Asha Bhandari