



FLUIDOMAT LIMITED

ISO 9001 : 2008



FM : 82849

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CIN-L74210MP1978PLC001452

Reference : FL/2014/DIRECTOR/

Date : 26/09/2014

To,
CA Mahendra Kumar Shah
9/1, South Tukoganj,
Royal House,
Indore (M.P.)-452001

Sub: Letter of appointment as an Independent Director of the company.

Dear Sir,

We are pleased to inform you that the Shareholders of the Company at the 38th Annual General Meeting held on 26th September, 2014 have passed the Resolution for your appointment as an Independent Director of the Company pursuant to the provision stated under the Companies Act, 2013 (Act).

As per the requirements of the Act, the above is being formalized through this letter of appointment.

This letter sets out the terms of your appointment as an Independent Director. Your relationship with the Company will be that of an office-holder and not one of contract for employment in the Company.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the:

- i. applicable laws, including the Act and Clause 49 of the Standard Listing Agreement, as amended from time to time (Listing Agreement) and;
- ii. Articles of Association of the Company.

Appointment and term thereof

Your appointment as a non-executive Independent Director on the Board of Directors (Board) of Fluidomat Limited will be for an initial term up to five (5) years and shall take effect from 26th September 2014, unless terminated earlier or extended, as per the provisions of this letter or applicable laws. The word "term" should be construed as defined under the Act and the Listing Agreement.

As an Independent Director, you will not be liable to retire by rotation. The Company has adopted the provisions with respect to appointment and term of Independent Directors, which is in consistent with the Act and the Listing Agreement.

Re-appointment for the second term shall be based on recommendation of the Nomination & Remuneration Committee and subject to approval of the Board and the Shareholders. Your re-appointment would be considered by the Board, based on the outcome of the performance evaluation process and your continuing to meet independence criteria.

Board Committee

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

You are expected to attend Board, Board Committees, to which you may be appointed and Shareholders' meetings and to devote such time to your duties as deemed appropriate for discharge of your duties effectively.

Ordinarily all meetings are held in Indore, unless determined otherwise.

Recommendations/Minutes of the Meetings of the Committees are submitted to the Board for approval.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

Role Duties and Responsibilities

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. There are certain duties prescribed for all Directors, 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.

