



Indian Toners & Developers Ltd.

(A Govt. recognized Export House) CIN No. : L74993UP1990PLC015721
Corporate Office : 1223, DLF Tower B, Jasola, New Delhi - 110 025 (India)

Appointment Letter

Ref.: ITDL/AL-2019

Date: 31.07.2019

Shri Sanjeev Goel,
A - 46, Gujranwala Town - I,
Delhi - 110 009.

Dear Sir,

Sub.: Re-appointment as Non-Executive Independent Director under Companies Act, 2013

We are pleased to inform you that the shareholders of the Company at their 29th Annual General Meeting held on 31st July, 2019 have passed the resolution for your re-appointment as an Independent Director of the Company, pursuant to the Companies Act, 2013.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of appointment. Please note that this is a contract for service and is not a contract of employment.

Appointment

Your re-appointment for the time being is up to 31st March, 2024. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

Role on the Board

You are expected to provide your expertise and experience inter alia in the field relating to Audit, Accounts, Finance, Taxation, Business Rehabilitation & Restructuring and corporate governance, in the functioning of the Board and the committees of the Board you may be nominated. In addition to routine board meetings you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities. You are currently nominated on the following committees of the Board whose terms of reference have been provided to you:

- a) Chairman of the Audit Committee
- b) Chairman of the Nomination and Remuneration Committee

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- c) Chairman of the Corporate and Social Responsibility Committee
- d) Chairman of the Stakeholders Relationship Committee

Duties and Liabilities

The duties and liabilities that come with your appointment would be as per the applicable laws, ITDL policies and the Articles of Association of the Company. The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules there under) and the Listing Agreement with the Stock Exchange, some of which are specifically outlined below.

You will follow the Code for Independent Director as per Schedule IV of the Companies Act, 2013 and Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed. In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

Independence

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013 and the Listing Regulations of the Stock Exchange. You are expected to continue to be qualified as 'independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

Evaluation Processes

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole, performance of the Chairperson, Wholtime director and other independent directors.

Code of Business Conduct

You will follow the ITDL Code of Business Conduct and furnish an annual affirmation of the same.



You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or With prior clearance from the Chairman or Company Secretary.

Prohibition on Insider Trading

You will follow the ITDL Policy on Insider Information and the requirements under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

Remuneration

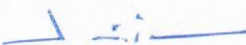
You will be entitled to fee for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The payment of fee payable shall be subject to applicable tax deduction at source.

General

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made there under and Corporate Governance requirements under the Listing Regulations, as amended from time to time This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of Delhi

Yours sincerely

for Indian Toners & Developers Limited



Sushil Jain
Chairman & Managing Director

