

Rajdarshan Industries Limited

CIN: L29222RJ1980PLC002145

Terms & Conditions of Appointment of Independent Directors

1. Terms of Appointment:

| S. No. | Name of the Independent Director | Effective date of Appointment Tenure: Five Years |
|--------|----------------------------------|---|
| 1 | Mr. O.P. Jain | April 01, 2015 |
| 2 | Mr. M.P. Dhruv | April 01, 2014 |
| 3 | Ms. Surabhi Yadav | March 01, 2015 |

2. Duties: The aforesaid Independent Directors (INDs) shall:

(i) ensure compliance of the applicable laws including the prescribed code for under schedule IV of the Companies Act, 2013 and Listing Regulations.

(ii) provide his expertise and experience in the functioning of the Board and the Committees of the Board with the terms of reference approved by the Board.

(iii) Strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member and also the general meetings of the Company and hold at least one meeting in a year without the attendance of Non-Independent Directors and members of management.

(iv) Maintain independent status and make requisite disclosures as prescribed under the applicable laws.

v. Independent Directors to maintain confidentiality of information pertaining to the business and affairs of the Company.

(v) not indulge in any insider trading in the Company's shares and shall not achieve any undue gain or advantage from the Company either to himself or to his relatives, partners or associates.

3. Independent Directors shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company.