

LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTORS

Date: 20th May, 2014

To,
Mr. Sanjay Asher
32, Mody Street, Fort,
Mumbai – 400 001.

Dear Mr. Sanjay Asher,

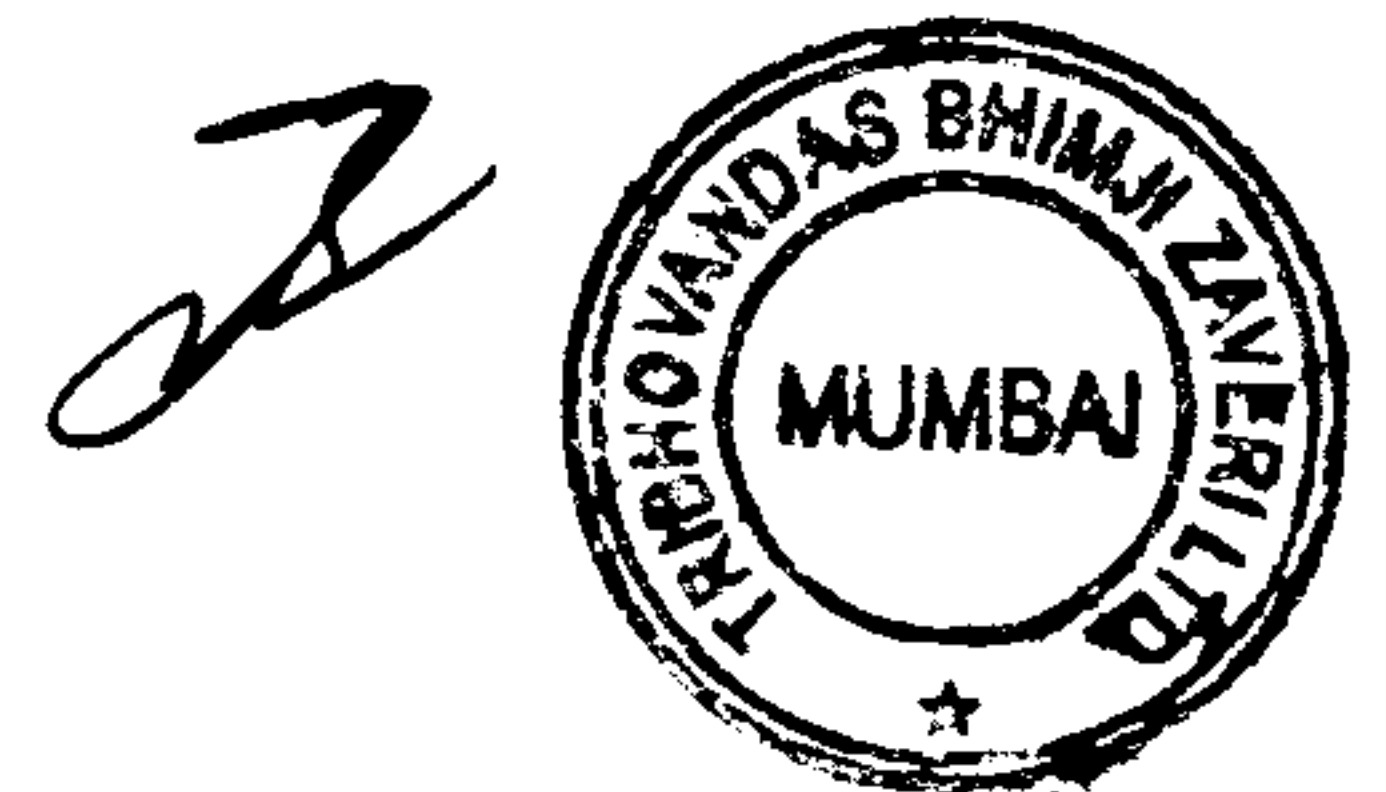
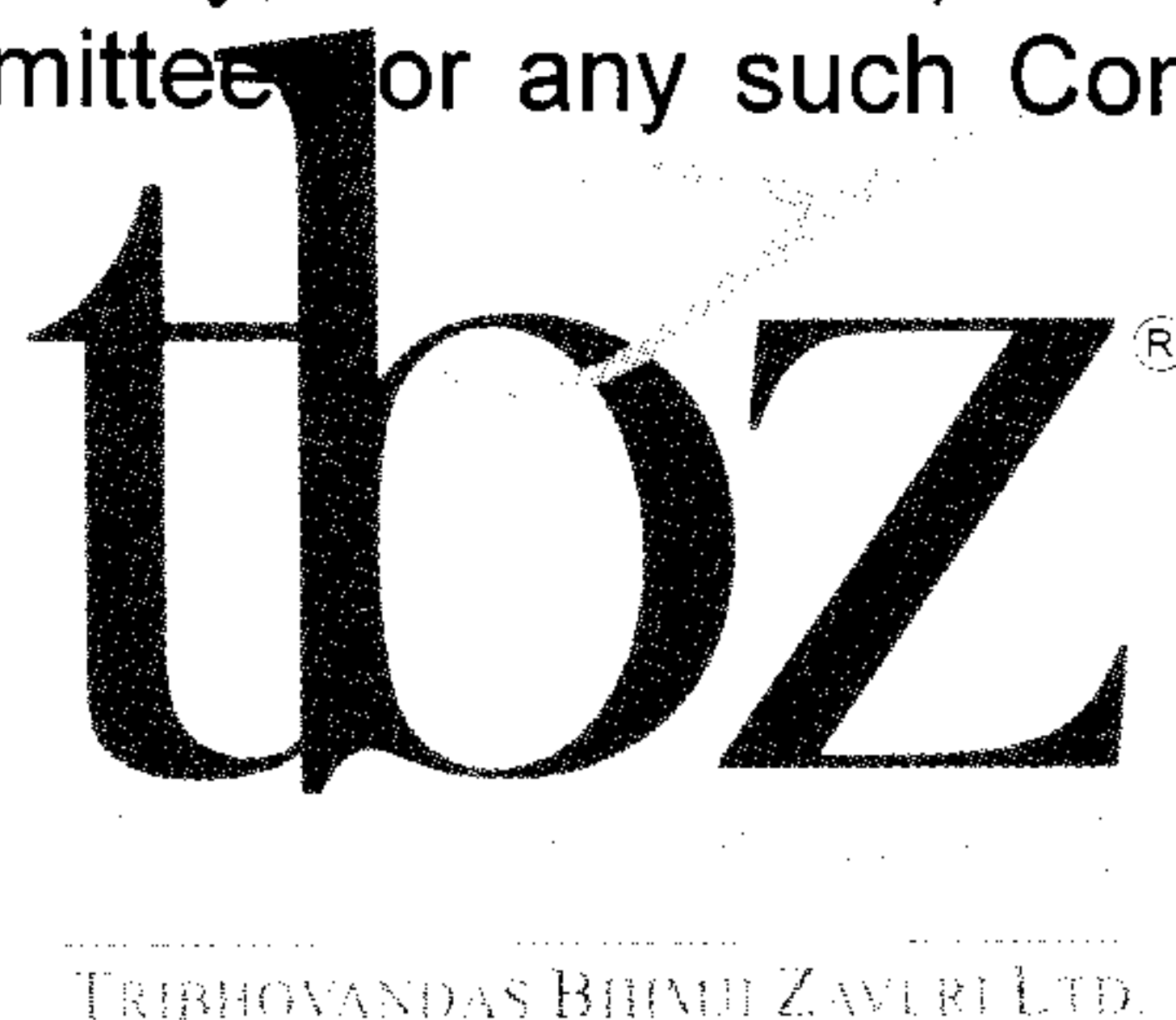
I am writing to convey our decision to appoint you on the Board of Directors of Tribhovandas Bhimji Zaveri Limited with effect from 1st April, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment

- 1.1 You will be appointed as a Non-Executive Independent Director on the Board of Directors of Company with effect from 1st April, 2014 to 31st March, 2019, for a period of five (05) years. Your appointment is subject to approval of the Board of Directors, election and appointment by the Shareholders as per the provisions of the Companies Act, 2013. Your appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the listing agreement.
- 1.2 The term Independent Director should be construed as defined under the Companies Act, 2013 and the Listing Agreements with the Stock Exchanges.
- 1.3 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

2. 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



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future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Time Commitment

- 3.1 As a Non-Executive Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board meets at least four times in a year. The Audit Committee and Stakeholders Relationship Committee also meet at least four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee and Corporate Social Responsibility Committee meetings which are ordinarily convened at least once in a year. You will be expected to attend Board, Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Mumbai.
- 3.2 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.

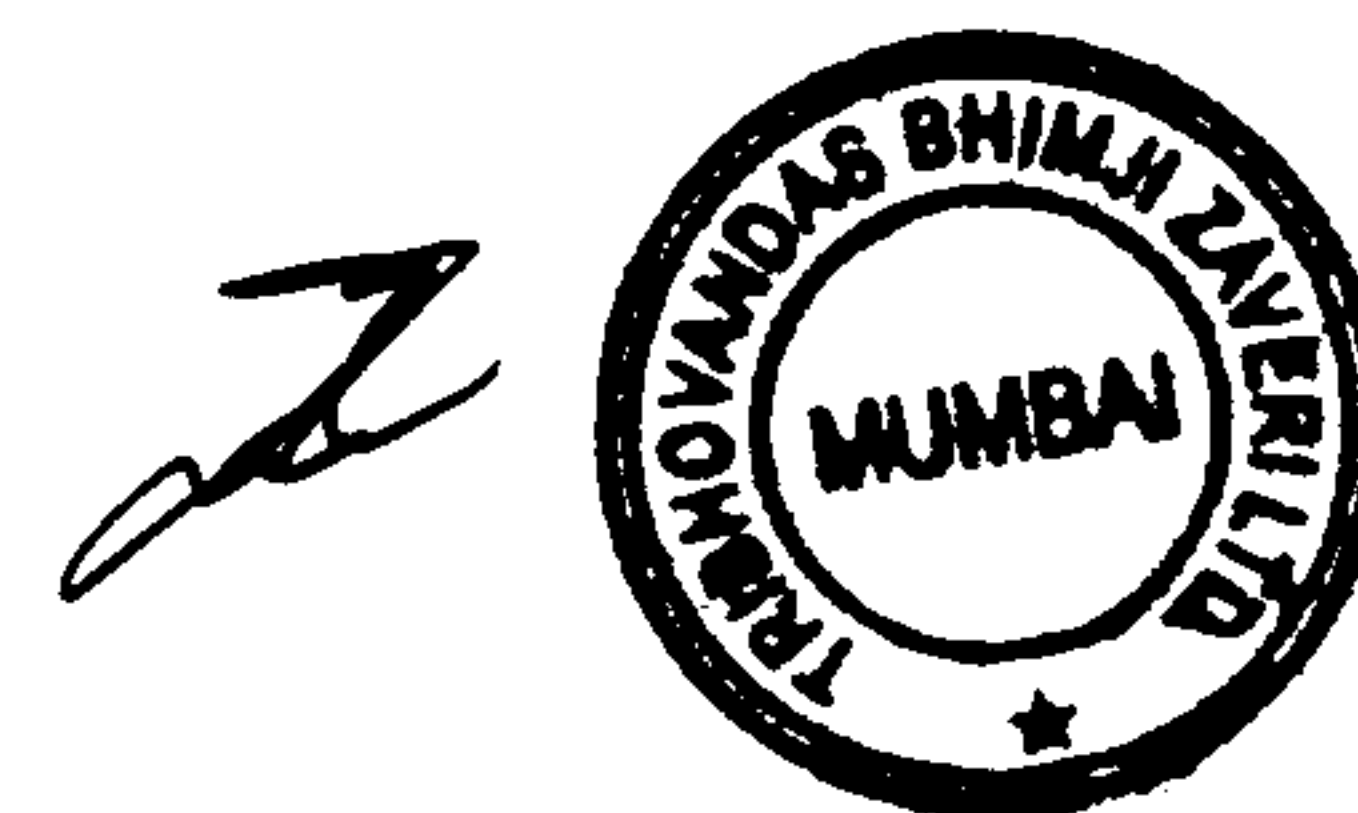
4. Role and Duties

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:

- 4.1. You shall act in accordance with the Company's Articles of Association.
- 4.2. 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.
- 4.3. You shall discharge your duties with due and reasonable care, skill and diligence.
- 4.4. 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. Please refer to clause 7 for full explanation on conflict of interest.
- 4.5. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.



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4.6. You shall not assign your office as Director and any assignments so made shall be void.

In addition to the above requirements applicable to all Directors, the role of the Non-Executive Director has the following key elements:

Strategy: Non-Executive Directors should constructively challenge and help develop proposals on strategy;

Performance: Non-Executive Directors should scrutinize the performance of management in meeting agreed goals and objectives;

Risk: Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;

People: Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning;

Reporting: Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of the Company; and

Compliance: Non-Executive Directors should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company practices to accepted norms.

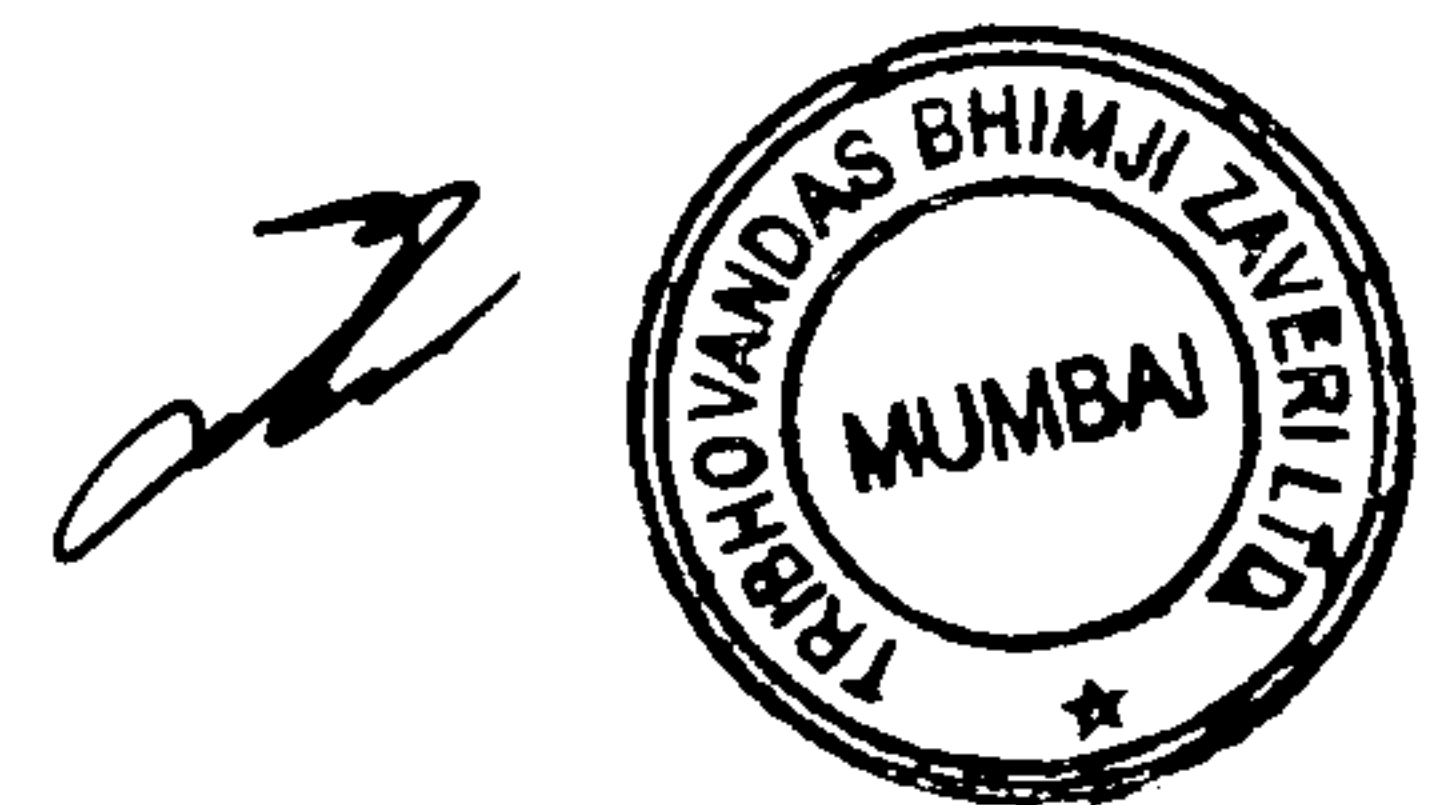
5. Status of Appointment

5.1 You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time. Further, you will also be paid remuneration by way of Commission as may be approved by the Board and the Shareholders from time to time.

5.2 The sitting fees presently paid to the Non-Executive Independent Director is Rs. 20,000 per meeting of the Board of Directors and Rs. 10,000 per meeting of the Committee thereof.

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5.3 The Company has adopted 'Differential Remuneration Policy' for Non-Executive Directors' remuneration. As per the Differential Remuneration Policy, Non-Executive Independent Directors are currently entitled to commission on profits which is within one percent (1%) of the net profit of the Company for each financial year, this maximum limit of 1% of net profit for the five years commencing from 1st April, 2013 was approved by shareholders by way of Special Resolution in sixth Annual General Meeting dated 30th August, 2013.

6. Reimbursement of Expenses

In addition to the remuneration described in paragraph 5 the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

7. Conflict of Interest

7.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

7.2 In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that you are independent, this should be disclosed to both the Chairman and the Company Secretary.

8. Compliance with various Codes of the Company

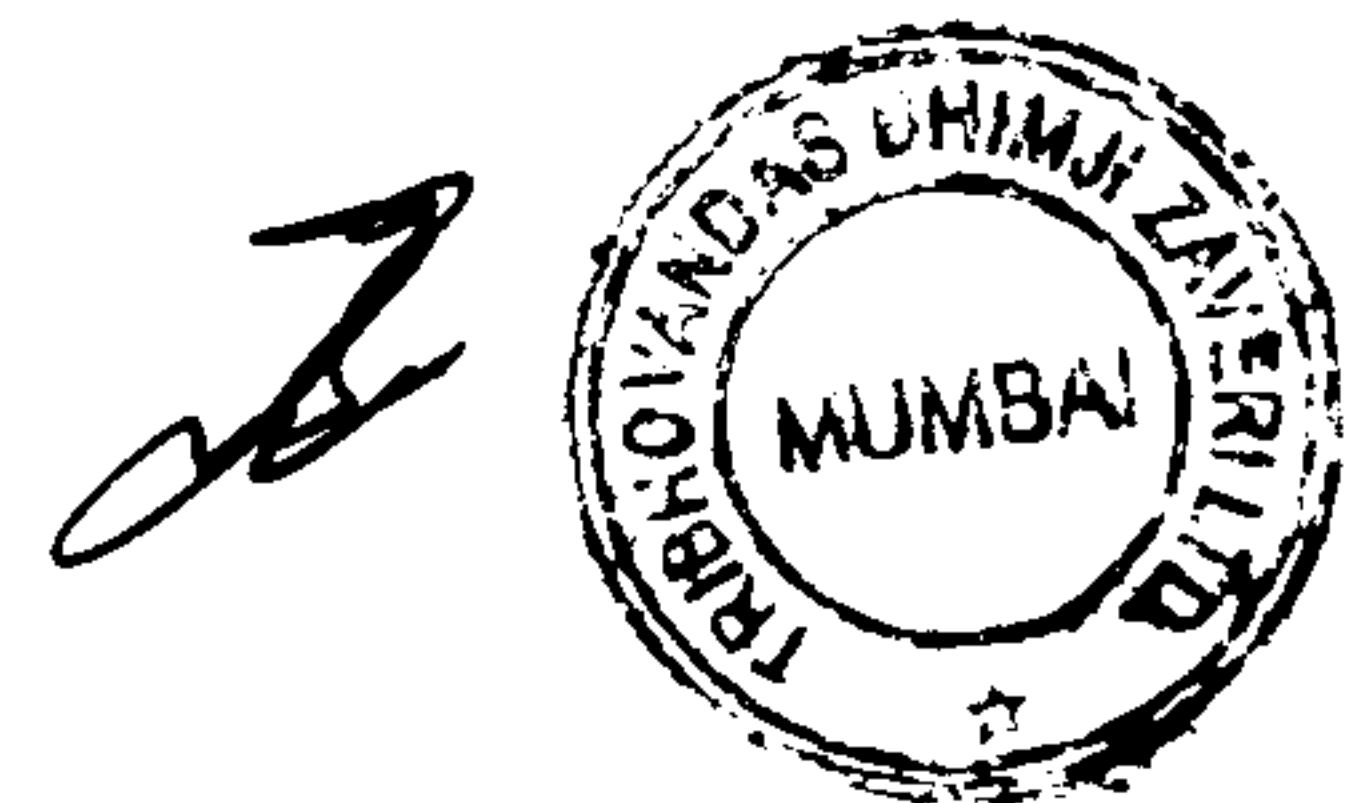
The Independent Director should comply with various codes like Code of Conduct for the Board of Directors as well as Code of Conduct for the Independent Directors as per Schedule IV under Section 149(8) of the Companies Act, 2013 and as may be amended from time to time. Also the Independent Director should also comply with the Insider Trading Code of the Company. The Independent Director will be provide required certificates, declarations and intimation to the Company as required by the Code as well as required by the various act and the Listing Agreement. Independent Director will comply with any other code or policy as and when adopted by the Company.

9. Confidentiality

All information acquired during your appointment is confidential to Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by

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law or by the rules of any Stock Exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by Company.

Your attention is also drawn to the requirements under the applicable regulations and the Company Share Dealing Code which concern the disclosure of price sensitive information and dealing in the securities of Company. Consequently you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Secretary.

10. Induction

Immediately after your appointment, you will be invited to attend an initial induction session and, thereafter, ongoing training and familiarisation sessions, including briefings from management and site visits. Please avail yourself of these opportunities as fully as is appropriate to your personal circumstances.

11. Evaluation

The Companies Act, 2013 provides for the evaluation of the Board. In compliance with that the Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the Policy, the Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-appointment on the Board shall be subject to the outcome of the yearly evaluation process.

12. Insurance

Company has Directors' and Officers' Liability Insurance and it is intended that the Company will assume and maintain such cover for the full term of your appointment.

13. Independent Professional Advice

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will reimburse the full cost of expenditure incurred in accordance with the Company's policy.

14. Disclosure of Interest



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The Company must include in its Annual Accounts a note of any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

15. Termination

- 15.1. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- 15.2. Continuation of your appointment is contingent on your getting re-elected by the Shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.
- 15.3. Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

16. Governing Law

This agreement is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts. If you are willing to accept these terms of appointment relating to your appointment as a non-executive Independent Director of Company, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

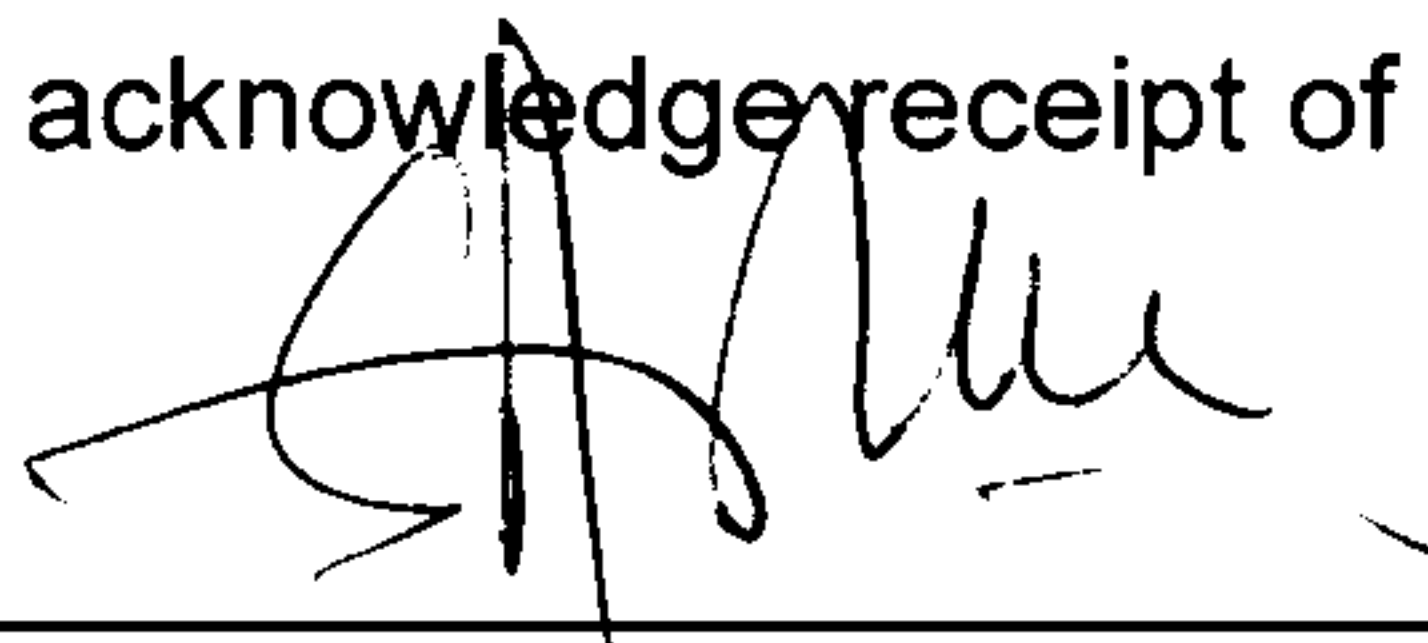
Yours sincerely,
For Tribhovandas Bhimji Zaveri Limited



Mr. Shrikant Zaveri
Chairman & Managing Director



I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed: 

Dated: 20/5/2014

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