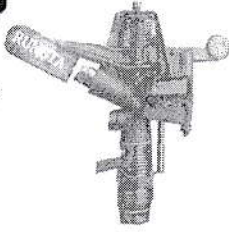


SYMBOL OF
QUALITY



RUNGTA IRRIGATION LIMITED

REGD. & HEAD OFFICE :

101, Pragati Tower 26, Rajendra Place, New Delhi - 110008
Ph. 011-64000500, 501, 502, 503, 504 Fax : 91-11-25716231

CIN : L74899DL1986PLC023934

E-mail : info@rungtairrigation.in

Website : www.rungtairrigation.in

LETTER OF APPOINTMENT OF INDEPENDENT DIRECTOR

To,

Mr. Devesh Poddar

11B, Belair Apartment, Main road Ranchi

Opp Gel church complex,

Po-G.P.O Ranchi

Jharkhand, 834001

Dear Sir,

We are Pleased to inform you that Board of Directors of the Company at its meeting held on 9th day of August, 2017 decided to appoint you as Non-Executive Independent Director of the Company subject to the approval of Shareholder in the forthcoming Annual General Meeting of the Company.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment

Your term of appointment as Additional, Non-Executive Independent Director is for a term of five years on the Board of Directors of Rungta Irrigation Limited with effect from 9th August, 2017. Your appointment is subject to approval of the Shareholders as per the provisions of the Companies Act, 2013. As an Independent Director you will not be liable to retire by rotation. The term of Independent Director should be construed as defined under the Companies Act, 2013 and the listing agreement. Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the listing agreement.

2. Role and Duties

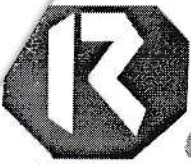
As a member of the board, your role, duties and responsibilities will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement. In terms of Section 166 of the Companies Act, 2013, you shall

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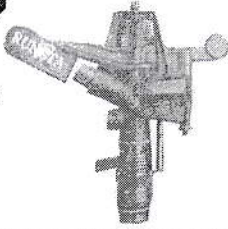
Ghaziabad ● Bhopal ● Patna ● Ranchi ● Bhiwani ● Jaipur ● Jabalpur
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- I. act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- II. exercise your duties with due and reasonable care, skill and diligence.
- III. 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.
- IV. not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

3. Remuneration, etc.

Fees/Commission:

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 and/or approved by the time to time.

4. Code of Conduct & other compliances

During the appointment, you will comply with relevant regulations ,including the Code for Independent Directors, Code of Conduct and Ethics for Directors and such other requirements as the Board of Directors may from time to time specify. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

5. Confidentiality

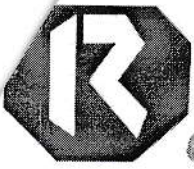
All information acquired during your appointment is confidential to Rungta Irrigation Limited and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body.

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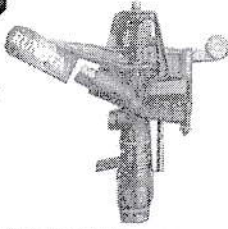
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6. Evaluation

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors. Your appointment and re appointment on the Board shall be subject to the outcome of the evaluation process.

8. Disclosure of Interest

You shall disclose material interest that in any transaction or arrangement that the Company has entered into. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.

Kindly confirm your acceptance relating to your Appointment as a Non-Executive Independent Director of the company by signing and returning to us the enclosed copy of this letter.

Yours Sincerely,

For Rungta Irrigation Limited

For **RUNGTA IRRIGATION LTD.**
(M.P.Rungta)

Chairman cum Managing Director

(M.P. RUNGTA)
CHAIRMAN CUM
MANAGING DIRECTOR

AGREE AND ACCEPT

I hereby read and understood the terms of my appointment as an Independent director of the company and hereby confirm my acceptance to the same.

Date : 9th August, 2017

Place : New Delhi

Devesh Poddar



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