



**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. ABDUL KALAM
10/5, FIRST FLOOR, SARVPRIYA VIHAR,
HAUZ KHAS DELHI 110016 DL IN**

Dear Sir,

We are Pleased to inform you that Board of Directors of the Company at its meeting held on 07th day of February, 2019 decided to appoint you as Additional, 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 7th February, 2019. 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 Additional, 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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- 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.
- V. not assign his office and any assignment so made shall be void.

3. Board Committees.

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committees that may be set up by the Board as a measure of good Corporate Governance and to comply the statutory Rules and Regulations. Your appointment on such Committee(s) will be subject to the applicable regulations. The Board meets at least four times in a year. The Audit Committee also meets at least four times in a year. The other committees of the Board are Nomination and Remuneration Committee, Stakeholders' Relationship Committee. These committees meet as and when necessary. The Board meetings are generally held at the Registered Office of the Company.

You will be expected to attend the meetings of the Board and its Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties in commensurate with your role to discharge your duties effectively. 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. 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.

5. Code of Conduct & other compliances

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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.

6. 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.

7. 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

The Company is required to disclose in its Annual Report, 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 every year at the first Board Meeting in every financial year or not 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 under Section 184 of the Companies Act, 2013 that you are interested in any contracts with a particular person, firm or company is acceptable.

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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.

It gives us great pleasure to have you on our Board. I am confident that your association, expertise and advice will immensely benefit the Board of Directors and the Company.

Yours Sincerely,
For **Rungta Irrigation Limited**

(Mahabir Prasad 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.

ABDUL KALAM

Date : 07th Feburary,2019
Place: New Delhi

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