

9th JULY 2014

TO,

Mr.K.N.V.Ramani
152,Kalidas Road
Ram Nagar,
Coimbatore-641009

Sir,

Sub: Appointment Letter

The Board of Directors at its meeting held on 15th May 2014 considered your profile for the appointment as an Independent Director. The Board opined that you are a person of integrity and also possesses rich experience and expertise in the field of Corporate Management. In pursuance to the Annual general meeting held on 09th July 2014, pursuant to Section 149 (4) of the Companies Act, 2013, Rules made there under and the listing agreement, are pleased to appoint you as an Independent Director.

The Board took on record your consent to act as director in Form DIR-2, declaration under Section 149 (6) stating that you meet all the criteria of the appointment as an Independent Director and Disclosure of interest in Form MBP-1.

Other terms and conditions of appointment are as follows:

1. The term of appointment:

You are appointed for a period of 5 years with effect from 9th July, 2014 to 8th July 2019.

2. The expectations of the Board from the appointed Director

- a) **Time Commitment:** - The Company anticipates a commitment of sufficient time and attention as necessary in order to perform your duties under the appointment.
- b) **Strategy:** - The Company expects that you will constructively challenge and contribute to the development of strategy.

Contd---(2)



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- c) **Performance:** - You shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- d) **Risk:** - You should satisfy yourself that the financial information is accurate and that financial controls and systems of risk management are robust and defensible.
- e) **Confidentiality:** - You must apply the highest standards of confidentiality and not disclose to any person or Company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.

3. Appointment in Board-level committees and its tasks.

During the appointment you may be asked to serve on one or more of the Board Committees and you have been provided with copies of the terms of reference for each of those Committees.

4. The fiduciary duties that come with such appointment along with accompanying liabilities:

- a. You shall not breach any of the terms and conditions pertaining to Independent Directors as mentioned in the Companies Act, 2013 or the listing agreement or any other Act or Regulations.
- b. You shall display utmost alacrity in approving financial statement.
- c. You shall disclose interest in any of the contract or arrangements and also disclose the interest on periodical basis as required under law.
- d. You shall strive to attend all meeting including Board, Committee and General Meetings. You shall actively participate in the meetings.
- e. You shall not compromise or allow to compromise "Independence"

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- f. You shall not misuse the assets, property, information or any other matter that may be in possession, in the capacity as a Director of the Company.
- g. You shall not engage in Insider Trading activities.
- h. You shall ensure compliance of all the laws of the land.

The above list is only indicative and not exhaustive.

Any breach of fiduciary duties would warrant civil and criminal action or both by the Company, its shareholders, statutory authorities and others. The Companies Act, 2013, envisages huge penalties and imprisonment for such breaches. You are also exposed to Class Action Suit by Shareholders.

5. The Code of Business Ethics that the Company expects its directors and employees to follow:

The Company has formulated a detailed Code of Conduct for the Board of Directors and Senior employees of the Company. The Code of Conduct is also displayed in the Company's website. A copy of the same is enclosed as **Annexure-1**. You shall annually affirm, in writing, the compliance with the code.

6. The list of actions that a director should not do while functioning as such in the Company.

You shall not

- a) Misuse the information in your possession for personal gains.
- b) Engage in any way (both directly and indirectly) with the competitors.
- c) In any way indulge in activities which may be construed as conflict of interest.
- d) Break any law of the land or indulge or provoke the co-directors or employees to do the same.
- e) Enter into any contract or arrangements wherein you directly or indirectly interested.

The above list is only indicative and not exhaustive.

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7. The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

The remuneration policy for non-whole time directors, including the Independent Directors, is reviewed by the Board or Committee thereof. Presently all the non-whole time Directors are remunerated by way of Sitting Fees. The expenses incurred by the Directors for attending the Board or Committee Meetings or any other work is reimbursed.

8. Others:

The Appointment Letter is issued based on the Act, Rules and other Regulations prevalent at the time of appointment. Any change in above, shall automatically entail changes in the terms and conditions.

The Board or its Committee is empowered to change the policy, from time to time. Such change in policy shall be informed to you.

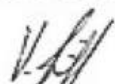
The Board or its Committee are empowered to review and change the terms and conditions of this letter. Any changes, thereof, will be informed to you.

We hope to sail smoothly and look forward for your valuable contribution to the growth of the Company.

Thanking you

Yours faithfully

For L G B FORGE LIMITED


V.RAJVIRDHAN
VICECHAIRMAN