

INDITALIA REFCON LIMITED

Regd Off : 7 and 8 B, IInd Floor, West View No.1. S.V Road, Santacruz (West), Mumbai 400 054

Date : 31st March 2015

Mr. Dattatreya S.S. Amonker
Ved Plot No. 3, Cupangale,
Gogal Fatorda, Margaon,
Goa - 403 602

Dear Sir,

Re. : Appointment as Independent Director of the Company

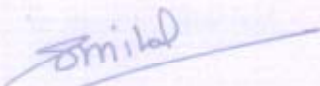
We refer to your Consent, and Declaration dated 30th March 2015 and are pleased to advise that the Board of Directors at their meeting held on the 30th March 2015 have appointed you as Director of the Company in terms of Sec. 161(1) of the Companies Act 2013 (the Act), to function as Independent Director under Sec.149 (4) of the Act with effect from 31st March 2015. The appointment is subject to confirmation by the members at the next General Meeting of the Company.

Your appointment shall be governed by the provisions of sec. 149 and Schedule IV (Code for Independent Directors) of the Act, as well as any other applicable provisions of the Act and any Rules made thereunder. You shall be required to perform your duties as Director of the Company in accordance with the articles of the Company, provisions of the Sec 166 of the Act and the Schedule IV referred above.

Your fees/remuneration shall be fixed by the Board through mutual consultations. You are required to furnish a Declaration of Independence in the format provided with this letter of appointment at the first Board meeting you will attend after the appointment and 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, to the effect that you continue to meet the criteria of independence as provided in sub-section 6 of sec. 149 of the Act.

Your's Faithfully,

For Inditalia Refcon Ltd.


(Sujata Rajindar Mital)
Managing Director
(DIN No. 01826116)

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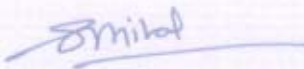
Terms and conditions of appointment as Independent Director

1.	Period of Appointment :	The appointment as Independent Director shall be for a period of 5 years effective from 31 st March 2015.
2.	Sitting Fees :	You will be paid Rs. 500/- (Rs. Five hundred only) as sitting fees for physical attendance at the Board meetings.
3.	Out of Pocket Exp.	You will be reimbursed your actual travel expenses/taxi fare by AC II tier railway journey for physical attendance at Board meetings.
2.	Notice :	The appointment shall be terminable by providing 3 months written notice from either side.
3.	Duties :	Your appointment shall be governed by the provisions of Companies Act 2013, more particularly sec.s 149, 166 and Schedule IV among others and the rules made thereunder.

Please provide following documents :-

- i. Your consent to the appointment as Independent Director in Form DIR-2,
- ii. Declaration of Non- disqualification in form of DIR-8,
- iii. Declaration of Independence, and
- iv. Interest in other entities vide Form MBP-1

As per formats attached.


Managing Director