

Draft Letter of Appointment

Date: _____

To,

Dear Sir/Madam,

We are pleased to inform you that the Board of Directors at their Meeting held in _____ have approved your appointment as an Independent Director of the Company pursuant to the Companies Act, 2013 subject to approval of shareholders at the General Meeting.

As required under the Companies Act, 2013, your appointment is being formalized through this letter.

Appointment:

Your appointment is for a consecutive period of 5 years with effect from February 15, 2019. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable laws i.e. Companies Act, 2013 as may be amended from time to time.

Role and Duties:

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 as may be amended from time to time.

You are required to make disclosure of your interest as per the requirements of Section 184 of Companies Act, 2013 and not to participate in the meeting of the Board where any contract or any arrangement in which you are interested is discussed.

You may be nominated on one or more Committees of the Board of Directors and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

Evaluation Processes:

As a member of the Board, your performance as well as the performance of entire Board and its Committee's shall be evaluated annually. Evaluation of each Director shall be done by all the other Directors.

Code of Conduct:

You will follow the Company's Code of Conduct and furnish the annual affirmation of the same. You will apply the highest standard of confidentiality and not disclose to any person or company either during the course of the tenure as an Independent Director or following cessation, any confidential information concerning the Company and Group Companies with which you come into contact by virtue of your position as a Director except as permitted by law or with prior clearance from the Chairman or Company Secretary

Prohibition on Insider Trading:

You will follow code of Conduct for Prevention of Insider Trading of Raymond Limited and the requirements under the Companies Act, 2013 and SEBI Regulations.

Availability of Directors and Officers Liability Insurance:

The Company will take an appropriate Directors and Officers Liability Insurance Policy and pay premiums for the same.

Induction and Training:

The Company will conduct a formal induction program to provide suitable training to Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The Independent Directors will be encouraged to attend special training courses to perform their role in highest standards and to continually update their skills and knowledge. The details of such training programs shall be given in the Annual Report of the Company from time to time.

Remuneration:

You will be entitled to remuneration in accordance with the criteria, as may be approved by the Board of Directors / Nomination and Remuneration Committee / Shareholders at their meeting within the applicable provisions of the Companies Act, 2013. You will be entitled to reimbursement of expenses for attending the meetings of the Board or Committees as may be decided by the Board of Directors. The remuneration and fee payable, if any, shall be subject to applicable tax deductions at source.

Governing Law:

This letter 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.

Yours sincerely,
For and on behalf of
Raymond Limited,

Name: _____
Designation: _____

I consent and acknowledge.

Name: _____
DIN: _____