

Dr. V. K. Ladia
Chairman & Managing Director



Annuaire - II
shree
Rajasthan Syntex
Limited
SRSL House, Pulla - Bhuwana
N. H. 8, UDAIPUR - 313001

29th May, 2015

Dear Smt. Neelima Khetan,

Sub: Appointment letter as enclosed.

Please note that as per new Clause 49 of the Listing Agreement, we are required to give a formal appointment letter to the Independent Directors and such appointment letter has to be up-loaded on the Company's website also.

Further as per Section 149, sub section 8 of the Companies Act, 2013 all Independent Directors are required to follow certain guidelines given in the Schedule- IV of the Act.

As per Schedule- IV, the Independent Directors are also required to follow certain roles and duties. It further gives the list of areas which should be incorporated in the appointment letter being given to the Independent Directors.

Accordingly, we are enclosing herewith the appointment letter for your record wherein we have covered the relevant points to ensure the compliance of the new rules. The same is being uploaded on the Company's website also.

You are requested to please keep the appointment letter in your record. The relevant extract of clause 49 of the Listing Agreement, Section 149 (8) and Schedule - IV is enclosed herewith for your ready reference.

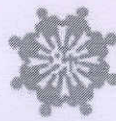
Yours sincerely,


(VK LADIA)

Encl: As above

To:

Mrs. Neelima Khetan
Director - CSR & Sustainability,
Coca-Cola India Pvt. Ltd
Enkay Towers,
Udyog Vihar Phase -5
Gurgaon -122 016 (Haryana)



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**Rajasthan Syntex
Limited**

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HO/CMD/432
May 29, 2015

Mrs. Neelima Khetan
Director - CSR & Sustainability,
Coca-Cola India Pvt. Ltd
Enkay Towers,
Udyog Vihar Phase -5
Gurgaon -122 016 (Haryana)

Sub: Appointment as an Additional Independent Director

Dear Madam,

I am pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('the Board') of SHREE RAJASTHAN SYNTEX LTD. ('the Company') has approved your appointment as an Additional Independent Director of the Company ('Independent Director') pursuant to Section 161 read with Section 149 (4) of the Companies Act, 2013 till the conclusion of our ensuing Annual General Meeting. This letter also states the terms of your appointment as under :-

- 1) (i) As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. The same shall be communicated to your goodself from time to time as may be required.

(ii) Your goodself may please devote such time as necessary for proper performance of your duties as an Independent Director. The Company expects your goodself to attend maximum meetings as per the requirement and thus give maximum attendance.
- 2) Your appointment brings it with many fiduciary duties. They involve duties regarding seeking clarification on various information, giving maximum attendance to the meetings, address all concerns about running of the company, pay sufficient attention to the related party transactions and ensure the interest of the stakeholders of the Company.
- 3) Pursuant to Section 149 (8) of the Companies Act 2013 read along with Clause 49 (II) B-4 under schedule IV of the Listing Agreement related to code of Independent Director has listed various duties which Independent Directors are required to abide-by. Your goodself are requested to kindly follow the same.



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- 4) The Company expects from its directors and employees to follow the code of conduct of the Company. You are requested to follow the same as already familiarized to your goodself.
- 5) Your goodself shall be paid remuneration by way of sitting fees for meetings of the Board and its Committee as may be decided by the Board and/or approved by the shareholders from time to time.

On behalf of the management of the Company, all stakeholders, we welcome you once again as an Independent Director on our Board of Directors and look forward to your valuable contribution on all the affairs of the Company.

Thanking you,

Yours sincerely,

FOR: SHREE RAJASTHAN SYNTEX LTD.



(V.K. LADIA)
CHAIRMAN &
MANAGING DIRECTOR.