

WILLIAMSON MAGOR & CO. LIMITED

TERMS OF APPOINTMENT OF A NON – EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY UNDER COMPANIES ACT, 2013

TERM OF APPOINTMENT

He shall hold the office of an Independent Director from 10th September, 2014, being the date of the Annual General Meeting of the Company, up to the expiry of five consecutive years or the date of the Annual General Meeting of the Company to be held in the year 2019, whichever is earlier and shall not be subject to retirement by rotation during his above term.

Further the tenure is subject to meeting the criteria for being an Independent Director and not being disqualified to be a Director under the Companies Act, 2013 and Listing Agreement.

ROLE ON THE BOARD

As an Independent Director, he is expected to provide his expertise in Corporate Governance and social contribution of business and contribute using his long experience in the functioning of the Board and the Committees of the Board he is nominated for. In addition to routine Board Meeting, he should allow time for Committee Meetings, preparatory work and travel, and ensure that he is in a position to attend. He may be nominated on one or more Committees of the Board and in such event he will be provided with the relevant Committee's terms of Reference and any specific responsibilities.

DUTIES AND RESPONSIBILITIES

The duties, responsibilities and liabilities that are attached to his appointment would be as per the applicable laws, Company Policies and the Articles of Association of the Company. The laws that currently govern the duties, responsibilities and liabilities of an Independent Director are the Companies Act, 2013 ('Act') and the Listing Agreement with the Stock Exchanges, some of which are specifically outlined below. He will follow "the Code for Independent Director" as per Schedule IV to the Companies Act, 2013, and "Code of Conduct for Directors" as framed by the Board of Directors of the Company. He is required to make disclosure of his interest as per the requirements of Section 184 of the Act.

As, an independent Director, he may be held liable only in respect of such acts of omission or commission by the Company which had occurred with his knowledge attributable through Board process and with his consent or connivance or where he had not acted diligently.

INDEPENDENCE

The Board of Directors of the Company inter alia has given due consideration to his declaration of being qualified as 'Independent' in accordance with the provisions of the Act, and the Listing Agreement with the Stock Exchanges. He is expected to continue to be qualified as 'Independent' during his tenure and provide periodic declaration to the effect as required by regulations. He will be identified as 'Independent Director' in the Annual Report and other documents and publications of the Company. If circumstances change and he believes it may not be possible for him to retain his independence he should discuss this with the Chairman as soon as practicable.

EVALUATION PROCESSES

His Performance Evaluation shall be done by the Board of Directors annually, without his participation. He will participate in reviewing the performance of Non-Independent Directors and the Board as a whole and other Independent Directors.

CODE OF BUSINESS CONDUCT

He will follow the 'Code of Conduct' adopted for the Directors of the Company and furnish an annual affirmation of the same.

He will apply the highest standards of confidentiality, and not disclose to any person or Company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which he comes into contact by virtue of his position as a Director, except for the compliance with any law or Court Order or with prior clearance from the Chairman of the Company.

PROHIBITION ON INSIDER TRADING

He will follow the provisions of the Code of Conduct for Prevention of Insider Trading and the requirements under the Act, and SEBI regulations, which inter alia requires that price-sensitive information is not used or transmitted and maintained securely. He should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Compliance Officer.

PROVISION FOR DIRECTORS AND OFFICERS LIABILITY INSURANCE, IF ANY

Nil

REMUNERATION

He will be entitled to fee for attending Meetings of the Board or Committee thereof either personally or through video conference. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In addition to the above, he will be entitled to reimbursement of the expenses for participation in the Board and other Meetings, if any.

GENERAL

All the terms as mentioned above including his appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Act, and Rules made thereunder and Corporate Governance requirements under the Listing Agreement, as mentioned from time to time.