

May 16, 2019

Mr Vikram Vijayaraghavan
Old No. 105A, New No. 75A
Dr Radhakrishnan Salai
Mylapore
Chennai – 600 004.

Dear Mr Vikram,

Sub: Letter of Appointment as Independent Director of the Company.

In compliance with the provisions of Section 149, other applicable provisions of Companies Act, 2013 (if any) and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I am pleased to inform you that you have been appointed as an Independent Director of the Company, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company on the following terms and conditions:

1. The term of appointment will be for a period of 5 years with effect from 16.05.2019.
2. The Board, in order to derive benefit out of your rich and varied experience, may request and nominate you to serve on one or more Committees of the Board during your tenure.
3. During the tenure as Independent Director of the Company, you will comply with the provisions of Section 149 of the Companies Act, 2013, other applicable provisions, if any and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including the amendments.
4. You will abide by the Code for Independent Directors as per Schedule IV to the Companies Act, 2013 and such other Code of Conduct prescribed by the Company from time to time.
5. The Board expects you to dedicate sufficient time and attention towards the business affairs of the Company and participate actively / constructively in all meetings of the Board / Committees / Company.
6. You will be entitled to receive sitting fee for participation in the Board and other Committee Meetings and profit related commission, if any, approved by the Board and Shareholders from time to time.

As an Independent Director of the Company you shall have the same responsibility like any other Director on the Board. However, you shall be held liable, in respect of such acts or omission or commission of the Company which had occurred with your knowledge, attributable through Board processes and with your consent or connivance or where you had not acted diligently.



Your performance as an Independent Director will be evaluated by the Board of Directors as per the evaluation criteria laid down by the Nomination and Remuneration Committee of the Company.

Please confirm your agreement to the above terms and conditions by signing and returning the enclosed duplicate copy of this letter.

Best Wishes,

Yours sincerely,
For IP Rings Ltd.


N Venkataramani
Chairman