



Hardcastle & Waud Manufacturing Co. Ltd.

BRABOURNE STADIUM,
87, VEER NARIMAN ROAD,
MUMBAI - 400 020.
CIN : L99999MH1945PLC004581
TEL. : 91-22-2283 7658-63
FAX : 91-22-2287 3176
E MAIL : ho@hawcoindia.com
WEB : www.hawcoindia.com

October 05, 2015

Mr Dharmendra Agarwal
Flat No.A-301, Pramukh hills,
Chharwada Road, Vapi – 396195
Gujarat

Dear Sir,

Sub : Letter of Appointment As Independent Director

We are pleased to inform you that at the AGM held on 30.9.2015, Members have approved your appointment as an independent director of the Company. The formal terms of your appointment as approved by the Board of Directors on 12.08.2015 are as follows :

1. Term :

You shall hold office as Independent Director of the Company for a term of 5 (five) years from the date of the 69th AGM viz. 30th September, 2015.

2. Role, Functions and Duties :

Your role, functions and duties as Independent Director shall be as set out in Schedule IV to and in other relevant provisions of the Companies Act, 2013 (as amended from time to time).

3. Remuneration :

You shall be entitled to be paid sitting fees as may be decided by the Board from time to time for attending meetings of the Board and of the Committees of which you may happen to be a member from time to time.

4. Others :

- a. You shall be included for coverage under the Directors' & Officers' (D & O) Insurance Policy, if any, that the Company may take and maintain.
- b. This is a contract for services and not a contract of employment.



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This Letter of Appointment is issued pursuant to and in compliance with clause IV (4) of Schedule IV of the Companies Act, 2013.

Please sign a duplicate of this letter in token of your acceptance.

Thanking you,

Yours faithfully
On behalf of and by order of the Board of Directors
For Hardcastle & Waud Mfg Co.Ltd

A handwritten signature in black ink, appearing to be 'S. K. ...', is written over a horizontal line.

Company Secretary