

APPOINTMENT LETTER

Date: 16.07.2018

To,  
Mr. Pramod Agarwal  
Address: 1518A, Magnolias,  
DLF City-5, Gurgaon-122009.

Dear Sir,

On behalf of all the Board Members of M/s. ZIRCON TECHNOLOGIES (INDIA) LIMITED (hereinafter referred to as Zircon or the Company), I would like to express my gratitude to appoint you as Independent Director on the Board of Directors (hereinafter referred as Board) of the Company with effect from 16<sup>th</sup> July, 2018. As an Independent Director you will not be liable to retire by rotation.

This letter of appointment set out the terms and conditions covering your appointment which are as follows:

**1. Appointment:**

1.1 Your appointment is subject to the approval of Shareholders in the General Meeting and receipt of your consent to act as an Independent Director of the Company.

1.2 You are appointed for a period of 5 years i.e. upto 2023.

**2. Committee:**

The Board may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

**3. Status of appointment:**

You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board. Further, you may also be paid remuneration by way of commission as may be approved by the Board and the Shareholders from time to time.

**4. Commitment**

As an Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. You will be expected to attend Meetings of Board, Board

REGD. OFFICE: NO. 2, 1<sup>ST</sup> FLOOR, B-1226, G.D. COLONY, MAYUR VIHAR, PHASE -III, NEW DELHI-110096

CORPORATE OFFICE: KHASRA NO. 1017, 1019, 1021, CAMP ROAD (BEHIND SELAQUI HOTEL) SELAQUI  
DEHRADUN 248197 UR

TEL: (0) 120-4687000-15 FAX: (0) 120-4687016

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CIN NO.: U51397DL1999PLC098428

Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

**5. Code of Conduct, Functions and Duties**

You will be expected to perform your duties, whether statutory or fiduciary in faithful, efficient and diligent manner. You will have all the usual duties of an independent director under Company Law and applicable Listing Agreement with NSE and BSE, as under process.

In addition to the above requirements, you shall abide by the Code of Independent Director as laid down under Schedule IV of the Companies Act, 2013, and clause 49 of listing agreement or any amendments thereto. A copy of the Schedule is attached for ready reference.

**6. Liability**

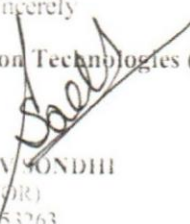
As an Independent Director you will be liable only in respect of such acts which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

**7. Governing Law**

This letter of appointment 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. If you are willing to accept these terms of appointment relating to your appointment as a non-executive Independent Director of **Zircon Technologies (India) Limited**, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely

For **Zircon Technologies (India) Limited**

  
SANJEEV SONDHII  
(DIRECTOR)  
DIN: 01053263  
ADDRESS: E-705, PAVITRA APARTMENT,  
VASUNDHRA ENCLAVE MAYUR VIHAR,  
PHASE-III DELHI 110096 DL IN.

Encl: Code of Conduct as per Companies Act 2013 for your ready reference

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed



Dated: 16<sup>th</sup> July, 2018