



HINDUSTAN WIRES LIMITED

Regd. Office :

3A, Shakespeare Sarani (5th Floor)
Kolkata - 700 071

Phone : (033) 2282-3586
Telefax : (91-033) 2282-3585
E-mail : ho@hwlgas.com
Website : www.hwlgas.com

CIN : L27106WB1959PLC024177

HWL/
May 27, 2014

Mr. K.M. Lal
706, Sec-23,
Gurgaon

Sub: Letter of Appointment as Independent Director.

Dear Sir,

We would like to invite your kind attention to the fact that you joined the Board of Directors of the Company on 7th Sep, 2005. As you are aware that under the new Companies Act, 2013 which came into force from 1st April, 2014 an Independent Director has to be appointed for a fresh term of not more than 5 years on non-rotational basis. This new provision read with the revised Clause 49 of the revised Clause 49 of the Listing Agreement shall come into effect from 1st October, 2014.

In terms of the new provisions the appointment of Independent Directors need to be streamlined afresh and accordingly, your appointment as an Independent Director in our Company has been duly considered and the Board in their meeting held on 27th May, 2014 recommended your appointment as Independent Director for a period of 5 years in the forthcoming AGM.

The terms and conditions of your appointment are as follows:

1. The appointment is for a period of 5 years on non-rotational basis subject to approval of the members of the Company at the ensuing Annual General Meeting.
2. You will be entitled for a sitting Fees of Rs. 6000/- (Subject to deduction of TDS) for attending meetings of Board of Directors.
3. You will be entitled for a sitting Fees of Rs. 6000/- (Subject to deduction of TDS) for attending meetings of Committee of Directors.
4. You will also be reimbursed conveyance and out of pocket expenses for attending meetings.



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You shall abide by the Code of Independent Directors specified in Schedule IV to the Companies Act, 2013. It may be added here that the Code is a guide for professional conduct for Independent Directors.

We are also enclosing a copy of Business Conduct and Ethics for the Directors and Sr. Management of the Company.

You are aware that in accordance with the Provisions of Section 177 of the Companies Act, 2013 the Company has adopted at his meeting held on 27-05-2014 a Whistle Blower Policy/Vigil Mechanism which is also available on the Company's website.

You are also requested to kindly intimate us the changes in your status of Independence, if it occurs during the tenure of your office as Independent Director of our Company.

Please confirm your acceptance to the above by signing a copy of the letter.

Thanking you

Yours faithfully
For & on behalf of Board of Hindustan Wires Limited


R.K. Gupta
(Executive Director)

Accepted

K.M. Lal