

STONE INDIA LIMITED
CIN L35201WB1931PLC006996

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DRAFT APPOINTMENT LETTER TO BE ISSUED TO INDEPENDENT DIRECTORS

Dated

Dear Sir,

Sub: Appointment as Independent Director

Pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and as approved by the members of the Company in their meeting held on 26th September,2014, we are pleased to confirm your appointment as an Independent Director of the Company with effect from the said date. This letter sets out the terms of your appointment.

1. Appointment

In accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder as well as the applicable laws, you will serve as an Independent Director on the Board of the Company for five consecutive years for a term up to the conclusion of the 89th Annual General Meeting of the Company in the calendar year 2019.

2. Board Committees

As advised by the Board during your tenure of office, you may be required to serve on one or more of the Committees of the Board established / to be established under the Companies Act, 2013 / Listing Agreement. Upon your appointment to any one or more Committees, you will be intimated accordingly.

At present, the Board has three Committees – Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of service of the committee members. Normally, the Committees meet four times a year. Recommendations of the Committees are submitted to the Board of Directors for approval. The quorum for the meetings is either two members of the Committee or one third of the members of the Committee, whichever is higher.

3. Code for Independent Directors

As an Independent Director of the Company, you come within the purview of the "Code for Independent Directors and you are required to abide by the said Code as provided under Section 149(8) read with Schedule–IV of the Companies Act, 2013 and also the duties of directors as provided under Section 166 of the Companies Act, 2013 and the rules made thereunder.

4. Responsibilities

Independent Directors have the same general legal responsibilities to the Company as that of any other directors. The Board as a whole is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs.

5. Membership of Boards of other Companies

It is expected that you will not serve on the Boards of competing companies. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

6. Training

Wherever possible, directors will be encouraged to attend training courses conducted by various professional bodies to ensure that the directors are refreshed and equipped to perform their role in the best interests of the Company.

7. Provision for Directors' and Officers' Insurance

The Company may obtain a Directors' and Officers' (D & O) liability insurance policy to cover the personal liability of directors and officers.

8. Fees / Commission

Unless decided otherwise, you will be paid a sitting fee for your services as an Independent Director of Rs. 5,000/- per meeting of the Board and Rs 5,000/- per meeting of the Committees thereof attended by you as a member. You will have no entitlement to any bonus during the period of your appointment and no entitlement to participate in any share scheme and no stock options will be issued to you by the Company.

9. Reimbursement of Expenses

In addition to the fee described in para 8 above, the Company will reimburse you for all reasonable and properly documented expenses incurred by you in performing your role.

10. Mechanism for evaluating Board Members

The Chairperson of the Nomination and Remuneration Committee shall conduct an annual board evaluation survey to assess the performance of the Board as a whole and that of the individual members based on three key factors i.e. Governance, Control and Guidance.

11. Dealing in Shares and Code of Conduct Directors are prohibited from dealing in the Company's shares during the period when the "Trading Window" is closed. Further, directors being designated officers of the Company for the purpose of the Insider Trading Guidelines- SEBI (Prohibition of Insider Trading) Regulations, 1992- compliance with applicable insider trading laws and regulations are required. Directors will also be required to adhere to the Company's Code of Conduct and Ethics.

12. Disclosure

During your tenure as an Independent Director, at the first meeting of the Board and at subsequent meetings or whenever there is any change in the circumstances which may affect your status as an Independent Director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as well as the disclosure as to relatives, other Director ships, status on the disqualification of directorship, etc. in the formats as specified under the Companies' Act, 2013 and the rules made thereunder.

13. Independent Directors' Meetings

The Board's policy is to have regular "independent directors only" meetings so that they can have a full and frank discussion on the performance of the Company, the risks faced by the Company and the performance of the executive / non-executive members of the Board. The senior most Independent Director of the Board presides over such meetings.

It is a pleasure to have you on the Board of Directors of the Company. We are confident that your association, expertise and advise will immensely benefit the Company, the Board and all the stakeholders of the Company.

Yours Sincerely
For Stone India Limited

(Amiteva Mondal)
Managing Director & CEO
(DIN: 00053124)