



HAL CLYDE DENISON LIMITED

REGISTERED OFFICE:
11/498, BHAWANI SINGH LANE, JAIPUR, RAJASTHAN — 302005

21 June 2022

GAGANDEEP SINGH MAROK
G-105, IRIS II, SWEJ FARM,
NEW SANGANER ROAD,
JAIPUR, RJ 302019

SUB: APPOINTMENT AS NON-EXECUTIVE DIRECTOR AS PER THE COMPANIES ACT, 2013

Dear Sir,

I am pleased to confirm that the Board of Directors of the Company have appointed you as a Non-Executive Director of the Company Under Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013

Role of the Board

The board's role is to effectively represent, and promote the interests of shareholders with a view to adding long-term value to the Company's shares. Having regard to its role, the board directs, and supervises the management of the business and affairs of the Company including, in particular:

- ensuring that the Company's goals are clearly established, and that strategies are in place for achieving them;
- establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- monitoring the performance of management;
- deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- ensuring that the Company's financial statements are true and fair and otherwise conform with law;
- ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
- ensuring that the Company has appropriate risk management/regulatory compliance policies in place.



All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

Timing and Location of Board Meetings, and Time Commitment

The board normally holds meetings as the occasion requires. Meetings usually take place at the Company's registered office in Jaipur, RJ. The duration of each meeting typically runs to half a day.

In addition to routine board meetings you should allow time for preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

Remuneration

The board determines the level of remuneration paid to its non-executive members within any limitations imposed by shareholders.

The Company will reimburse you for all direct and indirect expenses such as Phone calls, accommodation and traveling expenses, reasonably and properly incurred and documented.

Board and Individual Director Evaluation Processes

The performances of the board as a whole and individual directors are evaluated annually. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the board as soon as appropriate.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. You will disclose your concern or interest u/s 184 in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP-1. The interests register is tabled at each directors' meeting. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company. All other appointments must first be discussed with the Chairman before being accepted.

Shareholdings by Directors in the Company

Directors are encouraged to hold shares in the Company. When buying or selling shares directors are expected to strictly observe the provisions of the Company's Articles of Association and all relevant legislative and regulatory procedures.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.



We look forward to your association with us.

Thanking You,

For HAL CLYDE DENISON LIMITED

For HAL CLYDE DENISON LIMITED



DIRECTOR

PARIKSHIT SINGH

DIRECTOR

DIN: 08559462

ACKNOWLEDGEMENT

I have read and agree to the above terms regarding my appointment as a Director of the Company.



GAGANDEEP SINGH MAROK

DIN: 09439144

Date: 21 June 2022

