



RAGHUVANSH AGROFARMS LIMITED

Corp. Office: 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh

Tel.: 0512-3071470, 3071471

Email: raghuvanshagro@gmail.com, raf1666@rediffmail.com

Website: www.raghuvanshagro.com

CIN: L40300DL1996PLC258176

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

*[Pursuant to the provisions of Schedule IV to the Companies Act, 2013
and Regulation 16 of the SEBI (LODR) Regulations, 2015]*

The broad terms and conditions of appointment of Independent Directors are reproduced hereunder:

1. Appointment

The appointment of the Independent Directors would be made for the period of 5 years or the Director attaining the age of 75 years, whichever is earlier ('Term'). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the Companies Act, 2013 ('2013 Act').

As Independent Directors, they will not be liable to retire by rotation.

2. Role, duties and responsibilities

- A. As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:
- Requirements under the 2013 Act,
 - "Responsibilities of the Board" as outlined under the regulations of SEBI(LODR) Regulations, 2015,
 - Accountability under the Director's Responsibility Statement.
- B. They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to Section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in SEBI(LODR) Regulations, 2015.
- C. They are particularly requested to provide guidance in their area of expertise.

3. Time Commitment


They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

4. Remuneration

As Independent Directors, they may be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of

For RAGHUVANSH AGROFARMS LIMITED


Company Secretary / Compliance Officer

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pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

5. Code of Conduct

The Company has relied on the declaration of the Independent Director that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 (the "Act") as also in regulation 16 of the SEBI(LODR) Regulations, 2015.

The Independent Director will be required to abide by the guidelines as to professional conduct for independent directors as set out in Section 149(8) read with Schedule IV to the Act.

Unless specifically authorized by the Company, they shall not disclose company and business information to constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, and distributors.

Their obligation of confidentiality shall survive cessation of their respective Directorships with the Company.

The provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of practice and procedures for Fair Disclosure of unpublished price sensitive information and code of Conduct to Regulate, Monitor and report trading by insiders would be applicable to the Independent Directors.

Additionally, they shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company.

The Independent Director will be required to comply with applicable provisions of any code of conduct framed by the Board of Directors of the Company.

6. Training and Development

The Company may, if required, conduct formal training program for its Independent Directors.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business.

The Company will fund/arrange for training on all matters which are common to the whole Board.

7. Performance Appraisal / Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

For RAGHUVANSH AGROFARMS LIMITED

A handwritten signature in black ink, appearing to read 'Kajit'.

Company Secretary / Compliance Officer



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8. Disclosures, other directorships and business interests

During the Term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

9. Changes of personal details

During the Term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

10. Meeting

(1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;

(2) All the independent directors of the company shall strive to be present at such meeting;

(3) The meeting shall:

(a) review the performance of non-independent directors and the Board as a whole;

(b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

11. Disengagement

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

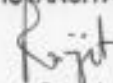
Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act) upon:

- Violation of any provision of the Code of Conduct as applicable to Board of Directors.
- Upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act or SEBI (LODR) Regulations, 2015.

Date: 09.07.2016

Place: Kanpur

For RAGHUVANSH AGROFARMS LIMITED


Company Secretary / Compliance Officer