

RADIX INDUSTRIES (INDIA) LTD

Registered Office: 4-243, Chivatam, Near NH-5 Road, Tanuku - 534211 West Godavari District,
Andhra Pradesh. E-mail: radixindustries@gmail.com PH : 040-64523706
CIN: L37200AP1993PLC016785 Website: www.radixindustries.com

Dt : 30.10.2014.

Mr. Siddhardha Kathari

H.No. 3-44, Kathari Vari street,
Near Sivalayam, Undrajavaram Mandal
West Godavari Vadluru -534218

Sub: Appointment as Independent Director

I am pleased to inform you that upon the recommendation of the Nominations and Remuneration Committee, the Board of Directors ('the **Board**') of M/s. Radix Industries (India) Limited ('the **Company**') has approved your appointment as an independent director of the Company ('**Independent Director**'). This letter sets out the terms of your appointment.

1. Appointment

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a period of 5 years. Your appointment is subject to the approval of shareholders at the next EGM/AGM of the Company.

2. Board committees


2.1. As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.

3. Professional Conduct

As an Independent Director, you shall:

- (a) uphold ethical standards of integrity and probity;
- (b) act objectively and constructively while exercising your duties;
- (c) exercise your responsibilities in a bona fide manner in the interest of the Company;
- (d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making;

For RADIX INDUSTRIES (INDIA) LTD.


Managing Director
(G. Raghurama Raju)
DIN No: 00453895

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- (e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making
- (f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
- (g) refrain from any action that could lead to a loss of your independence; (h) ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
- (i) assist the Company in implementing the best corporate governance practices.

4. Functions, Responsibilities and Duties of Independent Directors

The role, functions & duties of Independent directors are specified in the *Code of Conduct for Independent Directors enclosed with this Letter of Appointment.*

In addition to the criteria mentioned in the Code of conduct for the induction of directors, the role of independent directors also includes tracking, reviewing and providing feedback on:

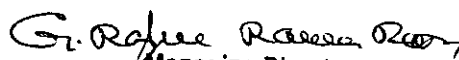
- (a) **Strategy:** Independent directors to constructively contribute to the development of the Company strategy;
- (b) **Performance:** Independent directors to oversee the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;
- (c) **Risk:** Independent directors to evaluate and ensure that financial information is accurate, and that financial controls and systems of risk management are robust and defensible;
- (d) **Stakeholders:** Independent directors to balance the conflicting interest of the stakeholders, including minority shareholders. In the event of any conflict, they shall moderate and arbitrate in the interest of the Company as a whole.

5. Fees

You will be paid Sitting Fees as decided by the Board. In addition to the above, non-executive/independent directors would be entitled to the reimbursement of Travel, Accommodation and Out-of-pocket expenses, like conveyance, food, and incidentals that are incurred during the days of the Board and committee meetings.

For RADIX INDUSTRIES (INDIA) LTD.

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Managing Director
(G. Raghurama Raju)
DIN No: 00453895

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6. Dealing in shares and Code of Conduct

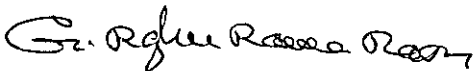
You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's *Code of Conduct and Ethics*, enclosed with this letter of appointment.

It is a pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,

Yours sincerely,

For Radix Industries (India) Limited



**G Raghu Rama Raju
Chairman & Managing Director**

Encl:

Code of Conduct and Ethics.

Code of Conduct for Independent Directors

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Dt : 23.07.2014

Mr. V Viswanada Raju
3-36/A DUVVA TANUKU
WEST GODAVARI
Andhra Pradesh India 534211

Dear Mr. V Viswanada Raju

Sub: Appointment as Independent Director

I am pleased to inform you that upon the recommendation of the Nominations and Remuneration Committee, the Board of Directors ('the **Board**') of M/s. Radix Industries (India) Limited ('the **Company**') has approved your appointment as an independent director of the Company ('**Independent Director**'). This letter sets out the terms of your appointment.

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2. Board committees

2.1. As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.

3. Professional Conduct

As an Independent Director, you shall:

- (a) uphold ethical standards of integrity and probity;
- (b) act objectively and constructively while exercising your duties;
- (c) exercise your responsibilities in a bona fide manner in the interest of the Company;
- (d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making;
- (e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a

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For RADIX INDUSTRIES (INDIA) LTD.


MANAGING DIRECTOR

- whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making
- (f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
 - (g) refrain from any action that could lead to a loss of your independence; (h) ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
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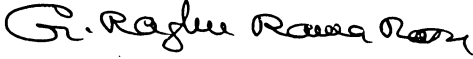
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For RADIX INDUSTRIES (INDIA) LTD.


MANAGING DIRECTOR

6. Dealing in shares and Code of Conduct

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Best regards,

Yours sincerely,

For Radix Industries (India) Limited



G Raghu Rama Raju
Chairman & Managing Director

Encl:

Code of Conduct and Ethics.

Code of Conduct for Independent Directors

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Dt : 23.07.2014

Mr. M Kiran Phani Varma
Flat NO.201, Kings Residency
Opp.Satya Sainigamamgam,
Srinagar Colony, Hyderabad,
Telangana India 500073

Dear Mr. M Kiran Phani Varma

Sub: Appointment as Independent Director

I am pleased to inform you that upon the recommendation of the Nominations and Remuneration Committee, the Board of Directors ('the **Board**') of M/s. Radix Industries (India) Limited ('the **Company**') has approved your appointment as an independent director of the Company ('**Independent Director**'). This letter sets out the terms of your appointment.

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FOR RADIX INDUSTRIES (INDIA) LTD.

G. Raghu Rama Rao
MANAGING DIRECTOR

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For RADIX INDUSTRIES (INDIA) LTD.

G. Rajeev Ramesh Rao
MANAGING DIRECTOR

6. Dealing in shares and Code of Conduct

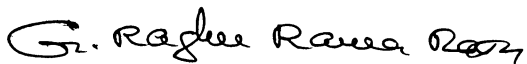
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For Radix Industries (India) Limited



**G Raghu Rama Raju
Chairman & Managing Director**

Encl:

Code of Conduct and Ethics.

Code of Conduct for Independent Directors