



Mid India Industries Limited

Corporate Office : 2/3, New Palasia, Pt. Ramnarayan Shastri Marg, Indore - 452 001 (India)
Phone : +91-731-2543402, 2433231 Fax : +91-731-2530916 • Email : indore@parrogate.com
CIN : L17124MP1991PLC006324

Date: 20/09/2014

To,
Shri Rakesh Kumar Jain
10/1, North Rajmohalla,
Indore-452001 (M.P.)

Dear Rakesh Kumar Jain,

Sub: Appointment as an Independent Director of Mid India Industries Limited (the "Company")

We are pleased to inform you that your appointment as a Non-Executive Independent Director of the Company (the "Appointment") for a term of 5 years is confirmed by the Shareholders in the Annual General Meeting held on 19th September, 2014, which is pursuant to the provisions of Companies Act, 2013 ("the Act") and the Rules made thereunder, the Articles of Association of the Company, the Listing Agreements entered with Stock Exchanges where the equity shares of the Company are listed and on conditions as set out here in under.

Appointment:

1. The Appointment is for a term of five consecutive years i.e. from 19th September, 2014 to 31st March, 2019.
2. During your tenure as an Independent Director, you may be asked to serve on one or more of the Board committees. Copies of the terms of reference for each of those committees would be provided to you at the appropriate time, if not already provided for.
3. You will strictly abide by the 'Code for Independent Directors' as stipulated in Schedule IV of the Act, duties of directors as provided in the section 166 of the Act and in Clause 49 of the Listing Agreement.
4. You will abide by the Mid India Code of conduct applicable to Board Members and Senior Management to the extent applicable to an Independent Director of the Company as provided to you.
5. You shall comply with the requirements of the Companies Act, SEBI Act, Rules and Regulations and in particular, with SEBI (Prohibition of Insider Trading) Regulations, 1992 (As amended) and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (As amended).
6. As an Independent Director you will not be liable to retire by rotation. Re-appointment for another term of maximum period of five years at the end on the current term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Board and the shareholders by way of special resolution. Your re-appointment would be considered by the Board based on the outcome of performance evaluation process and you continuing to meet the independence criteria.

Regd. Office & Works : Textile Mill Area, Mandsaur - 458 001 (India)
Phone : +91-7422-234999. Fax: +91-7422-234374
Email: midindiamds@gmail.com





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Remuneration:

As an Independent Director you shall be entitled to get sitting fee for attending the meetings other Board and the Committees of which you are a member as fixed by the Board from time to time.

Further, the Company will reimburse you for all reasonable and properly documented expenses you incur in performing your role. You may submit any details of expenses incurred to the Company Secretary.

Apart from receiving director's remuneration (i.e. sitting fee, commission and reimbursement of expenses, etc.), you shall not have any pecuniary relationships or transactions with the Company, its holding, subsidiaries or associate companies or their promoters or directors or the senior management of the Company during your tenure of appointment.

Other Directorship and Business Interests

During the term, you agree to promptly notify the Company regarding any change in your directorship, and provide such disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as Independent director of the Company, you shall promptly disclose the same to the Chairman and/or Company Secretary of the Company.

Confidentiality

You must apply the highest standards of confidentiality and not disclose to any person or Company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.

Your attention is drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

On termination of the Appointment, you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive Independent Director of the Company.

Termination

Your directorship on the Board may be terminated or ceased in accordance with the provisions of the law. You may resign by giving a written notice of resignation to the Company stating the reasons for resignation.

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Miscellaneous

This letter shall be open for inspection at the Registered Office of the Company by any member during normal business hours. Further, the terms and conditions of this appointment shall also be posted on the Company's website.

This letter is governed by the laws of India and any dispute arising out of this Appointment shall be subject to the exclusive jurisdiction of the Courts of India.

Yours sincerely,

For and on behalf of Mid India Industries Limited

CHAIRMAN



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