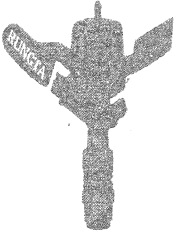


SYMBOL OF
QUALITY



RUNGTA IRRIGATION LIMITED

REGD. & HEAD OFFICE :

101, Pragati Tower 26, Rajendra Place, New Delhi- 110008

Ph. 011-64000500, 501,502,503,504 Fax : 91-11-25716231

CIN : L74899DL1986PLC023934

E-mail : info@rungtairrigation.in

Website : www.rungtairrigation.in

LETTER OF APPOINTMENT OF INDEPENDENT DIRECTOR

06th August, 2016

To,
Mr. Ramesh Behari Mathur
2474, Sector-D, Pocket-2,
Near Fortis Hospital,
Vasant Kunj, South West
Delhi- 110070

Dear Sir,

We are pleased to inform you that you have been appointed for the position of Non-executive Independent Director in our Company w.e.f 06/08/2016 subject to the approval of Shareholders in the Forthcoming Annual General Meeting of the Company on the following terms & conditions:

APPOINTMENT:

1. Your appointment as a Non-Executive Independent Director on the Board of Directors of the Company for the period of Five years w.e.f 06th August, 2016.
2. As Independent Director you will not be liable to retirement by rotation.
3. Your appointment and tenure as an Independent Director shall be consist with applicable provisions of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

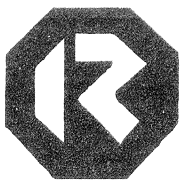
COMMITTEES:

The Board of Directors may if deems fit, invite you for being appointed in one or more existing Board Committees or any such Committee that is set up in future. Your Appointment on such Committees will be subject to applicable laws and regulations.

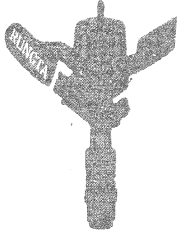
WORKS / BRANCHES / DEPOTS :

Ghaziabad ● Bhopal ● Patna ● Ranchi ● Bhiwani ● Jaipur ● Jabalpur





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ROLE AND DUTIES:

In the terms of Section 165 of Companies Act, 2013, you shall:

1. As Independent Director you will not be liable to retirement by rotation.
2. Act in good faith in order to promote the objects of the Company.
3. Exercise your duties with due and reasonable care, skill and diligence.
4. Not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

REMUNERATION: You will be paid such remuneration by the way of sitting fee for attending Board Meeting and its committees as prescribed under Companies Act, 2013.

CODE OF CONDUCT AND OTHER COMPLIANCES: You as an Independent Director shall be abide by "Code of Independent Director". You shall be disclosed at the First Board Meeting in every financial Year or whenever there is any change in circumstances which may affect your status as an Independent director, you shall give a declaration to that effect that you meet criteria of independence as provided in Section 149(6) of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

CONFIDENTIALITY:

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or termination to third parties except as required under Companies Act, 2013.

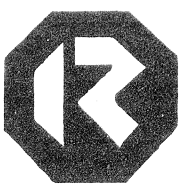
DISCLOSURE OF INTEREST:

You shall disclose your nature of interest, if any, in any transaction or arrangement that the Company entered into. A general notice that you are interested in any Contract or arrangement with a particular person, firm or Company may acceptable.

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Kindly confirm your acceptance relating to your appointment as a Non-executive independent Director of the Company by signing and returning to us the enclosed copy of this letter.

Yours Sincerely,

For **RUNGTA IRRIGATION LTD**

(M.P. Rungta)

Chairman cum Managing Director

AGREE AND ACCEPT

I hereby read and understood the terms of my appointment as an Independent Director of the Company and hereby confirm my acceptance to the same.

(RAMESH BEHARI MATHUR)

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