

28th September 2017

Mr. Kundanlal Khinvasara
446, Gokhale Road, Shivajinagar,
Pune - 411 005.

Dear Sir,

Sub.: Re-appointment as an Independent Director of Jaya Hind Industries Limited.

1. We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules').
2. You are re-appointed as an Independent Director on the Board of Directors of Jaya Hind Industries Limited (the 'Company') with effect from 28th September 2017. We are pleased to inform you that the members of the Company in their Annual General Meeting held on 28th September 2017 have re-appointed you as an Independent Director.
3. Your term of appointment would be for five years, i.e. up to closing business hours of 27th September 2022, unless otherwise terminated.
4. The Company expects that you would participate in all scheduled or routine meetings of the Board of Directors, Committees where you are appointed as a member and the general meetings of the Company to the extent possible to the extent possible. The Company expects you to guide, assist and contribute in the Board level deliberations on all strategic and other aspects being dealt with by the Board of Directors of the Company from time to time.
5. The Company has the following committees :
 - (a) Audit Committee.
 - (b) Nomination and Remuneration Committee.
 - (c) Corporate Social Responsibility Committee.

You are expected to act on Audit Committee and on Committees as may be decided by the Board of Directors from time to time and subject to applicable rules and regulations.

6. Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example: the role of Audit Committee relating to financial and other matters; role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time director and Key Managerial Personnel; role of Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.
7. You are expected to attend separate meeting of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent

JAYA HIND INDUSTRIES LTD.

CIN : U74999PN1947PLC005480

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● Registered Office : Mumbai-Pune Road, Akurdi, Pune - 411 035. Phone : (+91) 20 27473981, 82 Fax : (+91) 20 27474827 .

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meeting may be held in the Company or any other place as may be decided jointly by the Independent Director.

8. In the meeting referred above, you shall:
- review the performance of Non-Independent Directors and the Board as a whole.
 - review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

9. The Company would endeavour to update you in respect of legislative and other changes either by conducting training sessions or organizing presentation to Independent and other Directors or as may be required depending on the subject and context from time to time.
10. As you are aware the Company is engaged in the business of manufacture of aluminium castings, motor vehicle parts and other products. The turnover of the Company for the last five financial years from these divisions are as under:

Financial Year	Gross Turnover - without other Income	Gross Turnover - with other Income (Excluding Exceptional Income)
2012-13	5,064,456,335	5,110,742,449
2013-14	4,319,298,122	4,349,580,871
2014-15	4,250,441,223	4,371,484,608
2015-16	3,434,605,412	3,895,381,005
2016-17	3,414,089,554	3,632,811,111

11. As intimated by you, presently none of your relatives are employed by the Company. If in future, any such employment occurs, in due course you shall intimate the Board about such appointment or any financial relation or business relation being created between the Company or its Holding Company or with Associate Company of the Company.
12. You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act.
13. You are expected to exercise total confidentiality in respect of the proceedings in the Board Meeting, data, information or documents of the Company or available to the Company and made available to you as a Director or any information observed by you as a Director of the Company. You shall be entitled to visit any offices of the Company or the Company's plant or to interact with any employee of the Company. You shall be liable for breach of any of these obligations as per the provisions of the Act or other applicable legal provisions.



14. You shall intimate from time to time your appointment as a director or as a committee member of any company and ensure that your total directorships are within the limits indicated in Section 165 of the Act.

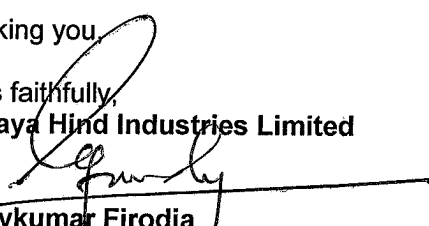
Similarly you are expected to file declaration of financial interest in the prescribed form from time to time and disclose your interest, if any, when any business is being transacted by the Board or any Committee of the Board of the Company where you have interest.

You are also expected and required to file a declaration as per the provisions of Section 149(7) of the Act about the criteria which an Independent Director is required to comply with.

15. You shall be entitled to receive meeting fees, as approved by the Members of the Company from time to time, for attending meetings of the Board or any Committee thereof. You shall also be entitled to receive reimbursement of costs, including but not limited to travel or accommodation incurred by you for attending the meetings of the Board or of the Committees or when required to travel on Company's work. Such reimbursement shall be made by the Company on receipt of statement from you.
16. The Company does have Directors and Officers Liability and Company Reimbursement Policy for the Financial Year 2017-18.
17. You shall be entitled to resign from the directorship of the Company as per the provisions of Section 168 of the Act.
18. As per the mandatory provisions you should kindly accept the terms and conditions of appointment and forward an accepted copy of this letter, which shall be available for inspection of the Members of the Company and would also be posted on the website of the Company, which kindly note.
19. Any information about the Company can be provided to you, as may be required

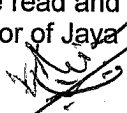
Thanking you,

Yours faithfully,
For **Jaya Hind Industries Limited**


Abhaykumar Firodia
Chairman
DIN: 00025179

To,
Jaya Hind Industries Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Jaya Hind Industries Limited.


Kundanlal Khinvasara
DIN: 02399809
Pune, 28th September 2017



28th September 2017

Mr. Mohanlal Chopda
12, Bhosale Nagar,
Pune – 411 007.

Dear Sir,

Sub.: Re-appointment as an Independent Director of Jaya Hind Industries Limited.

1. We are pleased to issue this letter in respect of your re-appointment as an Independent Director, as per the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the 'Rules').
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5. The Company has the following committees :
 - (a) Audit Committee.
 - (b) Nomination and Remuneration Committee.
 - (c) Corporate Social Responsibility Committee.

You are expected to act on Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and on Committees as may be decided by the Board of Directors from time to time and subject to applicable rules and regulations.

6. Your task as the Committee Member would be to assist the Committee to perform the task delegated to it by the Board of Directors. For example: the role of Audit Committee relating to financial and other matters; role of Nomination and Remuneration Committee is to recommend remuneration to be paid to whole time director and Key Managerial Personnel; role of Corporate Social Responsibility Committee is to implement Corporate Social Responsibility Policy of the Company.

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7. You are expected to attend separate meeting of Independent Directors. The Company is expected to organize at least one such meeting in a year. The independent meeting may be held in the Company or any other place as may be decided jointly by the Independent Director.
8. In the meeting referred above, you shall:
- review the performance of Non-Independent Directors and the Board as a whole.
 - review performance of the Chairman of the Company taking into account the views of executive and non-executive directors;
 - assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors.

Your performance shall be evaluated by the Board of Directors on an annual basis and the report may be made available to the members of the Company.

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12. You should comply with all the rules and regulations applicable to an Independent Director as per the provisions of the Act.
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14. You shall intimate from time to time your appointment as a director or as a committee member of any company and ensure that your total directorships are within the limits indicated in Section 165 of the Act.

Similarly you are expected to file declaration of financial interest in the prescribed form from time to time and disclose your interest, if any, when any business is being transacted by the Board or any Committee of the Board of the Company where you have interest.

You are also expected and required to file a declaration as per the provisions of Section 149(7) of the Act about the criteria which an Independent Director is required to comply with.

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Thanking you,

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For **Jaya Hind Industries Limited**


Abhaykumar Firodia

Chairman

DIN: 00025179

To,

Jaya Hind Industries Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Jaya Hind Industries Limited.


Mohanlal Chopda

DIN: 00040868

Pune, 28th September 2017

JAYA HIND INDUSTRIES LTD.

CIN : U74999PN1947PLC005480

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28th September 2017

Mr. Pradeep Munot
427, Gultekadi,
Pune - 411 037.

Dear Sir,

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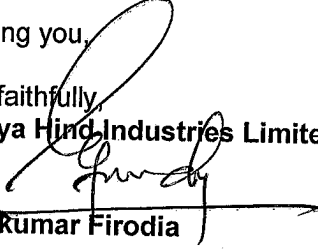
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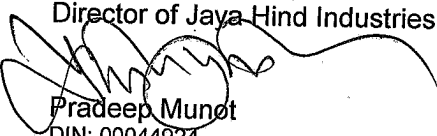
Yours faithfully,
For **Jaya Hind Industries Limited**


Abhay Kumar Firodia

Chairman
DIN: 00025179

To,
Jaya Hind Industries Limited,

I have read and I agree to the above terms regarding my re-appointment as an Independent Director of Jaya Hind Industries Limited.


Pradeep Munot

DIN: 00044924

Pune, 28th September 2017