



July 24, 2014

Mr. N.K. Goila  
Director of the Company  
A-65/1, SFS Flats, Saket,  
New Delhi – 110017

**Subject: Appointment as an Independent Director of the Company**

Dear Sir,

This is to inform you that the shareholders of the Company in their Annual General Meeting held on 16<sup>th</sup> July, 2014 have appointed you as the Independent Director of the Company for a term of five (5) years commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation.

The detailed Terms and Conditions for your appointment as Independent Director is enclosed as Annexure.

Kindly acknowledge the receipt of the letter.

Thanking you,

Yours faithfully,  
For Usha International Ltd.

*Manish Gupta*

Manish Gupta  
(Company Secretary)



Encl: as above



**SHRIRAM®**

Usha International Ltd., Plot No. 15 Institutional Area, Sector 32, Gurgaon,  
Haryana - 122 001, India. T : +91-124-4583100. F : +91-124-4583200  
Registered office : Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi - 110 001  
CIN No. : U74210DL1935PLC007123  
corporate@ushainternational.com  
www.ushainternational.com

\*Registered trademark of USHA INTERNATIONAL LTD.

## ANNEXURE

The detailed terms and conditions for appointment of Independent Director are as follows:

1. Your term of appointment as an Independent Director of the Company will be for a period of five (5) years commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019.
2. You are expected to act in accordance with Schedule IV of the Companies Act, 2013 which sets out the "Code for Independent Directors".
3. You shall serve in the Committee's as may be decided by the Board from time to time and shall further act under the scope of that Committee.
4. You are expected to act in the best interest of the Company and ensure that there is no conflict of interest in relation to discharge of your duties as Director of the Company.
5. You are expected to follow the Code of Conduct Policy of the Company.
6. You shall adhere to the Code of Conduct Policy of the Company which defines the list of actions that you are expected to do or not to do.
7. You shall be paid sitting fees and Commission in accordance with the decision of the board in this regard from time to time.
8. The Company has adopted the Directors and Officers (D and O) insurance policy.





July 24, 2014

Mr. A. K. Chowdhury  
Director of the Company  
R-749,  
Ground Floor,  
New Rajendra Nagar,  
New Delhi – 110060

**Subject: Appointment as an Independent Director of the Company**

Dear Sir,

This is to inform you that the shareholders of the Company in their Annual General Meeting held on 16<sup>th</sup> July, 2014 have appointed you as the Independent Director of the Company for a term of five (5) years commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation.

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July 24, 2014

Mr. P.K. Bhalla  
Director of the Company  
H.No. 3509  
DLF – IV,  
Gurgaon – 122001

**Subject: Appointment as an Independent Director of the Company**

Dear Sir,

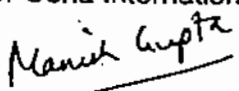
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A handwritten signature in black ink, consisting of a large, stylized initial 'A' followed by a cursive name.



July 24, 2014

Mr. A.K. Jain  
Director of the Company  
C-2, Sector 20,  
Noida – 201301

**Subject: Appointment as an Independent Director of the Company**

Dear Sir,

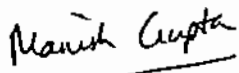
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