

O/C

Date: 16th September, 2017

To,
Uma Mandavgane
(DIN: 03156224)
504, Sai Sharan,
N.C.Kelkar Road,
Dadar (West),
Mumbai 400028

Sub: Appointment Letter

Dear Madam,

Re: Your appointment as the Independent Director of Prince Pipes and Fittings Limited

We are pleased to confirm that as per the Resolution passed by the Board of Directors at their meeting held on 16th September, 2017, the Board of Directors of the Company have agreed to appoint you as an Additional Director on the Board to hold office up to the date of the next Annual General Meeting of the Company Under Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013.

We further inform you that your appointment shall be considered as an Independent Director of the Company subject to approval of the shareholders you may appoint for a term of 3 years commencing from 16th September, 2017.

A. Preliminary

Your appointment is subject to the following:

1. You will submit a declaration in the beginning of every financial year under section 149 (7) of the Act during your tenure stating that you meet the criteria of independence.
2. So long as you are independent director of the Company, the number of companies in which you hold office as a director or a chairman or committee member will not exceed the limit stipulated under the Act.
3. So long as you are independent director of the Company, you will ensure that you do not get disqualified to act as a director pursuant to the provisions of section 164 of the Act.
4. You will ensure compliance with other provisions of the Act as applicable to you as an independent director.

B. Term

Your appointment is for a term of 3 years commencing from 16th September, 2017, up to 15th September, 2020, subject to approval of the shareholders at the General Meeting.

C. Committees

The Board of Directors may, if it deems fit, invite you for being appointed on one or more existing committee of the Board or any such committee that is set up in the future. Your appointment on such committee (s) shall be subject to the applicable regulations.

D. Code of Conduct and Duties and Responsibilities

1. You will abide by the Company's Code of Conducts and Business Principles to the extent applicable to an independent director of the Company.
2. You will abide by the Guidelines of professional conduct, Role, Function and Duties as an independent director as provided in Schedule IV of the Companies Act, 2013.
3. You will not hold office as a director or any other office in a competing firm/entity.
4. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an independent director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
5. You are expected to:
 - (i) take decisions objectively and solely in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behaviour;
 - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - (iv) guide the Board in monitoring and managing potential conflicts of interest of management, Board members and stakeholders, including misuse of corporate assets and abuse in related party
 - (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards

E. Sitting Fees

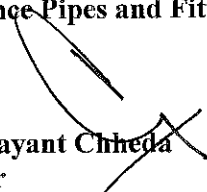
You shall be paid the sitting fees to attending each meeting of the Board and its Committee thereof as set out under the Nomination and Remuneration Policy ('Policy') of the Company.

F. Miscellaneous

1. You will have access to confidential information, whether or not the information is marked or designated as "confidential" or "proprietary", relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), ("**Confidential Information**").
2. You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information except in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Yours faithfully,

For Prince Pipes and Fittings Limited


Parag Jayant Chheda
Director
DIN: 00013222



Accepted
