



4th August, 2016

Ms. Sonia Prashar

Subject : Letter of Appointment as Independent Director of Insilco Limited

Dear Ms. Prashar,

We are pleased to inform you that you have been appointed as an Independent Director of Insilco Limited, a Company incorporated under the Companies Act, 1956, having its Registered office at Gajraula, Dist. Amroha, Uttar Pradesh – 244 223, India (hereinafter called "The Company") as per the terms and conditions outlined below:

1. Term of your Appointment:

You are appointed as an Independent Director of the Company w.e.f. 4th August, 2016 and shall hold the office as Additional Director till the conclusion of ensuing 28th Annual General Meeting.

Pursuant to provisions of the Companies Act, 2013, your appointment for a total term of 5 consecutive years effective from 4th August, 2016 will be subject to approval of shareholders in the ensuing 28th Annual General Meeting.

2. Our Expectation :

As a Board member you will be involved in a number of Board, Committee and any other meetings held throughout the year. You are expected to attend and participate in all of the scheduled Board meetings, the Annual General Meeting and other Committee Meetings unless urgent and unavoidable circumstances prevent you from doing so. The Company will provide you with adequate notice of the proposed Board, Committee and other meeting dates.

Further as a Director, you will be required to:

- perform your duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with the functions of your role, knowledge and skills;
- act for the benefit of Insilco Limited at all times;
- regularly attend Board and Committee meetings;
- be well informed on agenda items;

Insilco Limited
"The Corenthum"
Office No. 2312, 3rd Floor,
2nd Lobe, Tower-A,
A-41, Sector-62
Noida 201309, Uttar Pradesh
India

Phone : +91 120 4307910-12
Fax : +91 120 4165888
E-mail : insilco@evonik.com
Web : www.insilcoindia.com
www.evonik.com
CIN : L34102UP1988PLC010141

- participate fully and openly in meetings, sharing insights, ideas and suggestions;
- contribute knowledge and express opinions based on experience, which in turn will assist the Board to make sound decisions
- exercise your powers and duties with reasonable care and diligence;
- exercise your powers and duties in good faith and in the best interests of the Company.
- apply independent judgment in the exercising your powers;
- observe standards of good corporate governance.

3. Board level committees in which you are expected to serve and its tasks:

Board Committees are formed as per statutory requirements and to enable the efficient decision making of the Company. You may be requested to serve on one or more Board Committees. The Company presently has following five committees :

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee.
4. Share Transfer Committee
5. Any other Committee as may be decided or formed by the Board

At present, the Board has appointed you to serve as a Member of the following two Committees :

S. No.	Name of Committee (s)	Tasks/terms of reference of Committees
1.	Audit Committee	As per Annexure 1
2.	Nomination and Remuneration Committee	As per Annexure 1

4. Fiduciary Duties & Accompanying liabilities

You being an Independent Directors shall -

- a) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company
- c) meet criteria of Independence as per provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') throughout your appointment in the Company.
- d) strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member
- e) participate constructively and actively in the committees of the Board in which you are a member

- f) strive to attend the general meetings of the company
- g) where you have any concern about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting
- h) Ensure that you comply with all the provisions under Companies Act, 2013, Listing Regulations, Insider Trading Regulations, SEBI Laws, FEMA and any other statutory enactment for the time being in force
- i) Keep yourself well informed about the company and the external environment in which it operates
- j) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board
- k) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company
- l) ascertain and ensure that the company has an adequate and functional vigil mechanism and that the interests of a person who uses such mechanism are not prejudicially affected on account of such use
- m) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy
- n) act within your authority, assist in protecting the legitimate interests of the company, shareholders and its employees
- o) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- p) abide by Company's Memorandum and Articles of Association, company's policies and procedures.
- q) be held liable under relevant provisions of the Companies Act, 2013 ('the Act'), rules made thereunder, Listing Regulations, SEBI Laws, FEMA or any other laws for the time being in force, for violation of your duties or provisions contained therein.

5. Role and functions:

You being an Independent Directors shall –

- a) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- d) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) balance the conflicting interest of the stakeholders;
- g) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- h) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

6. Directors and Officers (D& O) Insurance

The Company has obtained the Directors and Officers (D&O) Insurance policy to provide indemnity and insurance cover to all its Directors. A copy of the said Policy is enclosed herewith as **Annexure 2** for your knowledge and records.

7. Code of Conduct

Please familiarize yourself with the Code of Conduct of the Company applicable to all Employees and Directors. You shall be required to adhere to the said code of conduct. A copy of the Code of Conduct of the Company is enclosed herewith as **Annexure 3** for your knowledge and records.

8. Remuneration & Reimbursement of Expenses


You shall be entitled to a sitting fees of Rs. 40,000 per meeting of the Board and Rs. 30,000/- per meeting of the Committee attended by you during the year or as revised by the Board from time to time. The Company will reimburse you for all reasonable and properly documented expenses incurred in performance of your duties as a Director of the Company. However, you shall be required to inform in advance to the Company about such expenses.

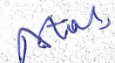
9. Other General Terms

- a) You being the Director of the Company, shall have unrestricted access (subject to conflicts of interest) to company's records and information and receive regular detailed financial and operational reports from management.
- b) All information acquired by you during your term on the Board, which is not generally known to the public is confidential to the Company and should not be released either during your appointment or following termination (by whatever means) without prior approval of the Board. However, you are at liberty to use such information in good faith in normal course of business and ensure that it should not harm the reputation and business of the Company. Further, if you are required to disclose the confidential information to any statutory authority, Court etc then you must immediately notify the Company of that requirement and provide full particulars relating to the requirement to disclose and its extent.
- c) You shall avoid any conflict of interest between your duty towards the Company and your own interests. Conflicts of interest and any material personal interests must be

declared at the time of your appointment to the Board. In addition, any conflicts of interest and personal interests must be declared by you at the time they occur and, unless the Board resolves otherwise, you shall not participate in boardroom discussions, decision making or both on matters in which you are interested.

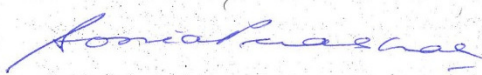
For Insilco Limited


Guido Johannes Christ
Chairman – Nomination and
Remuneration Committee


Brijesh Arora
Director

I have read and understood the terms and conditions set out above. I hereby accept and agree to abide by the terms and conditions.

Accepted


Sonia Prashar

Date : 4th August, 2016

Place: Noida, Uttar Pradesh