



WINDSOR MACHINES LIMITED

[CIN: L99999MH1963PLC012642]

DD / MM / YYYY

Mr. /Ms. _____

Director Identification Number (DIN): _____

Address _____

Dear Mr. /Ms. _____

Appointment as an Independent Director of Windsor Machines Limited
("Windsor"/the "Company")

We welcome you to Windsor. On behalf of the Company, I write to confirm your appointment as a Independent Director of the Company on the following terms:

1. Your appointment, pursuant to your consent dated _____, to act as a Director of the Company, the Company's Articles of Association and all applicable provisions of the Companies Act, 2013 (the Act), (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the Shareholders' approval and consent at the next General Meeting, shall be valid for a for a period of five (5) years with effect from _____ till _____ (unless terminated earlier by either party as per the applicable provisions of the Act and the Company's Articles of Association); and you shall be a Director not liable to retire by rotation.
2. All independent directors are expected to devote such time as is necessary for the proper performance of their duties, to a standard commensurate with both the functions of your role and your knowledge, relevant experience and expertise. The Company's Code of Conduct, Code and Familiarization Programme for Independent Directors, Code for Prevention of Insider Trading & other relevant policies apply to Independent Directors also.
3. You shall not be held liable for any acts either in your individual capacity or as a Board member, except in respect of such acts of omission or commission which had occurred with your knowledge or consent or is attributable through Board processes and or where you have not acted diligently.
4. The Company has Directors' and Officers' insurance policy and you are entitled to protection thereunder as per its terms.
5. You will be entitled to remuneration by way of profit related commission and / or any other manner as approved by the Board and subject to the approval and consent of the Shareholders at the ensuing General Meeting of the Company and reimbursement of expenses for participation in the Boards and other Meetings,. The payments are subject to all appropriate and/or authorized deductions as per the prevailing laws.



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6. Both during the term of your appointment and after its termination, you will observe the obligations of confidentiality which are attendant on the Office of Director.

7. This Letter constitutes the entire terms and conditions of your appointment and no waiver or modification thereof shall be valid unless in writing and signed by the parties hereto and your appointment with the Company is governed by and shall be construed in accordance with the laws of India.

We would appreciate you acknowledging the receipt of this Letter of Appointment and acceptance to this Letter.

Thanking you,

Your Faithfully,
For Windsor Machines Limited

Chairman of the Board of Directors/ Executive Director

AGREE AND ACCEPT:

I confirm and agree to the terms and conditions of my appointment as an Independent Director of Windsor Machines Limited as set out in this Letter of Appointment.

Name:

Date:

Place:
