

Date: January 19, 2022.

**To,
Mansi Harsh Dave
E-1, Godavari Row House, Hirawadi Road,
Shri Bramhani Park, Nashik, VTC Nashik,
PO: Panchvati
Nashik Maharashtra 422003**

Sub: Appointment as Non- Executive Independent Director under Companies Act, 2013

Dear Sir,

We are pleased to inform you that upon the recommendation of Nomination and Remuneration Committee, the Board and Members of the Company have approved your appointment as Non-Executive Independent Director of the Company for a term of five consecutive years commencing from **January 19, 2022**.

This letter of appointment is being issued in line with the requirements of the Companies Act, 2013 and Listing Regulations and this is a contract for service and is not a contract of employment.

The brief Terms and conditions for your appointment are reproduced herein below, however for detailed terms and conditions you are provided along with this letter, Company's policy on terms and conditions of Appointment of Independent Directors.

1. Appointment:

Your appointment as an Independent Director on the Board of Company is for a term of five consecutive years commencing from **January 19, 2022** subject to your meeting the criteria for being an Independent Director and not being disqualified to be Director under the applicable regulations and you shall not be subject to retirement by rotation during this period.

Your appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Regulations

You have been appointed on the following Committees of the Board:

S. No.	Name of Committee	Designation
1	Audit Committee	Member
2	Nomination & Remuneration Committee	Member
3	Stakeholders Relationship Committee	Member

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

2. Time Commitment:

Considering the nature of the role of a director, it is difficult for a company to lay down specific parameters on time commitment. You agree to devote such time as is prudent and necessary for the proper performance of your role, duties and responsibilities as an Independent Director.

3. Role, Duties and Responsibilities:

Your role and duties will be those normally required of the Independent Director under the Act and the Listing Regulations. There are certain duties prescribed for all Directors, both Executive and Non- Executive, which are fiduciary in nature and the same are specified under Section 166 of the Act.

In addition to the above requirements, you are also required to discharge the duties, roles and functions as applicable to Independent Directors as stated under Schedule IV to the Act, as in force and as may be amended from time to time.

4. Code of Conduct & OTHER COMPLIANCES:

During the appointment, you are required to abide by the code for Independent Directors and Candour Techtex Limited's Code of Conduct for Prevention of Insider Trading and such other requirements as the Board of Directors may from time to time specify.

At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section - 149(6) of the Companies Act, 2013 and Listing Regulations.

5. Performance Appraisal / Evaluation Process:

As a member of the Board, your performance shall be evaluated annually. Evaluation shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination & Remuneration Committee.

Your appointment and re-appointment on the Board shall be subject to the outcome of the evaluation process.

6. Remuneration:

You will be paid such remuneration by way of sitting fees for attending the meetings of the Board and the Committees as may be decided by the Board from time to time, subject to approval of the shareholders, if required.

You will be entitled to take reimbursement of expenses incurred by you in connection with attending the Board Meetings, Committee Meetings, General Meetings and other meetings in relation to the business of the Company.

You will not be entitled to any stock options during your tenure as Independent Director.

7. Confidentiality:

In your role as a director, you will be in possession of confidential information about the Company and its affairs. You may only use that information in the proper performance of your duties or as required by law, you must not use it to gain advantage for yourself or others, or to the detriment of the Company.

8. Termination:

- (a) You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- (b) Your appointment may also be terminated in accordance with the provisions of the Companies Act, 2013, Listing Regulations and as per the Articles of Association of the Company from time to time in force.

9. Training:

You will be entitled to training program for familiarizing yourself with the business and operation of the Company, its growth plans, the peculiarities of the industry in which it operates, its goals and expectations and long-term plans and objectives.

10. Publication of the terms and conditions of appointment:

As per Regulation - 46 of the Listing Regulations, 2015, the terms and conditions of appointment shall be disclosed on the website of the Company.

11. Governing Law:

This letter of Appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

12. General:

All the terms as mentioned shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the Listing Regulations, as amended from time to time.

We thank you for your continued support and commitment to the Company.

Yours Sincerely,

For Candour Techtex Limited

Sd/-

**Jayesh Ramniklal Mehta
Chairman & Managing Director
DIN: 00193029**

AGREE AND ACCEPT

I have read and understood the terms of my appointment as a Non-Executive Independent Director of the Company and I hereby affirm my acceptance to the same.

Sd/-

**Mansi Harsh Dave
DIN: 07663806**