

Dear Sir,

Re: Your appointment as the independent director of ECOPLAST LIMITED

We are pleased to advise you that at the Annual General Meeting held on 20th September 2014, shareholders have approved your appointment as an Independent Director of the Company to hold office for five consecutive years from 20th September, 2014 upto 19th September, 2019.

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 and the listing agreement.
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 and the listing agreement as applicable to you as an independent director.

B. Term

Your appointment is for a term of 5 years commencing from 20th September, 2014 upto 19th September, 2019.

C. Committees

You have been appointed on the following committees of the Board.

- (a) Audit Committee
- (b) Nomination and Remuneration Committee

D. Code of Conduct and Duties and Responsibilities

1. You will abide by the Code of Ethics and Business Principles to the extent applicable to an independent director of the Company as set out separately in **Annexure-1**.
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 set out at **Annexure-2** hereto, as stipulated by applicable law.
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 behavior;

- (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 transactions;
- (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. Performance Evaluation

Your reappointment or extension of term and your remuneration will be recommended by the Committee to the Board, pursuant to a performance evaluation carried out by the Board.

F. Remuneration

1. Your annual remuneration will be as under:
 - (a) sitting fees for attending each meeting of the Board and its committees as may be determined by the Board from time to time, and
 - (b) commission that may be determined by the Board payable at the end of each financial year will be based on the performance of the Company and your performance evaluated by the Board of directors.
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board Meetings, Board Committee Meetings, General Meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.

G. Training

You will be entitled to the benefit of a training program to familiarize you with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

H. 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**”).

You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information.

If any Confidential Information is required to be disclosed by you 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.

Please confirm your acceptance by signing, dating, and returning a copy of this letter to the Company.

Yours faithfully,

Chairman

Agreed and Accepted

DIRECTORS CODE OF CONDUCT

Introduction

Ecoplast Limited. (“the Company”), has adopted a Code of Business Ethics and Conduct to provide guiding principles for members of the Board of Directors so that the Company’s business is conducted with honesty and integrity. This Code also provides a mechanism whereby Board members can act on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Company and its shareholders.

The corner-stone of this Code is that Directors should not only avoid any wrong-doing but should also avoid any appearance of wrong-doing.

Since no code or policy can anticipate every situation that may arise, Directors are encouraged to discuss questions about the Code's application to particular circumstances with the Chairman of the Audit Committee or the Chairman of the Board of Directors.

The actions of Directors individually and of the Board collectively will be governed by the CODE OF CONDUCT (“the Code”) as written under the following Sections :

1. General

1.1 The Board shall ensure that there is always a balance of power and authority such that no one individual has unfettered powers of decision-making, whether or not such decisions have or may have financial implications.

1.2 The Board shall comprise non-executive Directors of sufficient caliber and number, for their views to carry significant weight in the Board's decisions.

1.3 Board meetings, which should be held not less than four times every year, should provide opportunities to Directors to deliberate upon policy matters and review implementation of Board decisions.

1.4 Every Director must approach Board meetings with an open and independent mind. participate in the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he believes, in good faith and on reasonable grounds, to be in the best interests of the Company as a whole.

1.5 Every Director must recognize that, in acting as a Director of the Company, his dominant purpose or object must be to serve the interests of the members of the Company as a whole, in precedence to or even in subjugation of the interests of any particular individual or group of Directors or stakeholders.

1.6 Every Director owes a fiduciary duty to the Company and its stakeholders and his personal or commercial interests must not come in the way of discharging such duty, in the larger interests of the Company.

1.7 A Director may rely on information and advice received from officers and employees of the Company but only if the Director has reasons to believe that the officer or employee is reliable and competent in relation to the matters concerned. The Director must make an independent assessment of the information or advice before relying upon it.

1.8 Where any decision taken at meeting of the Board or a Committee thereof is not unanimous, a dissenting Director should disclose the fact that he dissented and the reasons for dissenting.

1.9 No Director should engage in any conduct, professional or personal, nor make any statement that is likely to prejudice the Company's business or to harm, defame or otherwise bring discredit upon or denigrate the Company, its Directors, employees, suppliers or customers.

2. Compliance with Laws

2.1 Directors are expected to comply with applicable laws.

3. Financial Reporting and Records

The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and Audit Procedures shall fairly and accurately reflect all the Company's business transactions and disposition of assets. All required information shall be accessible to Company Auditors and other Authorised parties and Government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this Code, apart from inviting appropriate Civil or Criminal action under the relevant laws.

4. "Insider Trading"

In the normal course of business, Directors may come into possession of significant unpublished and price sensitive information. Such information is the property of the Company and it is against Company policy and SEBI regulations, to profit from it by buying or selling securities or passing on the information to others, to enable them to profit, or for them to profit on behalf of the Director.

5. Conflict of Interest

5.1 The Company respects the right of any Director to participate in outside financial business or other activities, provided such business or activities are legal and do not conflict with the Director's primary duty to safeguard and promote the Company's interests.

5.2 Directors shall avoid any business or other relationship that may create a conflict with the interests of the Company.

5.3 It is impossible to cover every potential conflict situation and at times it may not be easy to distinguish between proper and improper activity. Where there is even the smallest possibility of doubt or misinterpretation, Directors should adopt the highest standards of ethical conduct.

5.4 Every Director should disclose to the Board or Audit Committee Chairman any activity or investment of the Director or any member of his immediate family that creates or could create a potential conflict of interest. Directors and their immediate families should avoid investments in which their own interest conflicts or could conflict with the Company's interests.

5.5 Every Director shall disclose to the Board any significant transaction that is proposed to be entered into between the Company and any entity in which the Director or a member of his immediate family has a substantial interest which can create possible conflicts of interest. Thereafter to the extent any aspect of the transaction comes before the Board, or a Committee of the Board, the Director shall refrain from voting on such a matter.

5.6 Every Director is responsible for informing the Board the fact of his service on any other Board and identify any instance in which a potential conflict of interest could arise in connection with the business being transacted. The Director shall refrain from voting upon such a matter.

5.7 Directors must not use Company property, information or the services of any Company employee for personal benefit or for the benefit of any member of their immediate family, nor should they use their position for personal benefit or personal gain or for the benefit of any member of their immediate family or act in any way that competes with or could jeopardize the Company's interests.

6. Competition and Fair Dealing

6.1 Every Director shall endeavor to deal fairly with the Company's customers, suppliers, competitors and employees and shall oversee fair business dealing by the Company's officers and employees. No Director should take unfair business advantage of any person or entity through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair- dealing.

6.2 The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Directors and members of their immediate families should not accept gifts from any person or entities when the gifts are made in order to influence the Director's action as a member of the Board, or where acceptance of the gift could create the appearance of impropriety.

7. Confidentiality

7.1 The Company's confidential information (including Board or Committee papers) made available to or received by a Director remains the property of the Company. No Director should disclose such information or allow it to be disclosed, unless that disclosure has been duly authorized by the Board or is in pursuance of statutory requirements.

8. Protection and Proper Use of Company Assets

8.1 Directors should protect the Company's assets and ensure the efficient use thereof. Directors should not use Company time, employees, supplies, equipment, buildings, or other assets for personal benefit, without the prior written approval of the Chairman of the Audit Committee or unless such use is part of a compensation or expense reimbursement program available to all Directors, or is otherwise approved by the Board.

9. Reporting of Illegal or Unethical Behaviour

9.1 Directors should promote ethical behaviour and take steps to ensure that the Company (a) encourages employees to talk to supervisors, managers and other appropriate personnel, when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct; and (c) informs employees that the Company will not permit retaliation for reports made in good faith.

10. Sanctions

10.1 A pre-condition for adherence to this Code of Conduct is an effective and implementable set of sanctions which can be imposed in respect of breaches of varying nature and degree.

10.2 When the Board (or its delegate) is considering whether there has been a breach of this Code of Conduct or the sanctions which are appropriate, the Board (or its delegate) will notify the Director whose conduct is in question and give him a right to be heard in person (and not by or through or in the presence of any representative) by the Board (or its delegate).

10.3 The Board shall consider the seriousness of any contravention of this Code of Conduct and may then impose such sanctions as it considers warranted, including but not limited to suspension or removal of the guilty Director from membership of the Board or any Committee or Committees of the Board or from all or any of the Boards of the subsidiaries where the power to appoint such Director as a Director of that company vests with the Company.

10.4 A Director may be removed or suspended from membership of the Board or Committee whether or not the proceedings of the Board or Committee relate to the subject matter involved in the breach of this Code of Conduct.

11. Annual Review

11.1 The Board shall review and reassess the adequacy of this Code at least once a year and make any amendments that it deems appropriate.

ECOPLAST LIMITED

Annexure 2

Guidelines of professional conduct, Role, Function and Duties as an independent director (As provided in Schedule IV of the Companies Act)

Guidelines for Professional conduct:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising their duties;
3. exercise their responsibilities in a bona fide manner in the interest of the Company;
4. devote sufficient time and attention to their professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of their independence;
8. where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
9. assist the Company in implementing the best corporate governance practices.

Role and functions:

1. Assist 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.
2. Bring an objective view in the evaluation of the performance of Board and management.

3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.
6. Balance the conflicting interest of the stakeholders.
7. 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.

Duties:

1. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
2. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
3. 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.
4. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
5. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
6. Strive to attend the general meetings of the Company.
7. Where you have concerns 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.
8. Keep yourself well informed about the Company and the external environment in which it operates.
9. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.

10. 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.
11. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
12. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
13. Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
14. 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.