

Dated: 24th August, 2015

KDDL/Board /2015-16

Mr. Praveen Gupta,
B-9/11, 2nd Floor,
DLF City, Phase – I, Gurgaon

Subject: Draft Appointment Letter

Dear Mr. Gupta

On behalf of all the Board Members of KDDL Limited, I would like to express my gratitude to you for your association as an Independent member of the KDDL Board.

As the newly enacted Companies Act, 2013 and the recent amendments by SEBI to the Listing Agreement require companies to issue letters of appointment to all its Independent Directors; hence this letter.

The Board, pursuant to the provisions of section 149(1), Section 152, other applicable provisions and the relevant rules of the Companies Act, 2013, is pleased to appoint you as an Independent Director on the Board of the Company, w.e.f. 24th August, 2015, for a period of five years, as per approval of the shareholders in the 35th Annual General meeting of the Company held on 24th August, 2015.

This tenure is subject to your meeting the eligible criteria for being an Independent Director and not being disqualified to be a director under the applicable regulations of the Companies Act, 2013.

Your remuneration, role, duties and responsibilities will be governed by the applicable provisions of the Companies Act, 2013 and Listing Agreement as are in force as on date. (Including any amendment(s) made thereto from time to time).

You are also required to comply with the KDDL's Code of Conduct and Codes on Insider Trading Regulations. Kindly return the duplicate of this letter duly signed by you in confirmation

We look forward to your continued support and guidance.

Yours truly
For **KDDL Limited**

R.K. Saboo
Chairman