

Date: 30th September, 2014

To
Sh. Ramesh Chander Bansal
7 Sagar Apartment
6 Tilak Marg,
New Delhi - 110001

Re: Your appointment as Independent Director of Eon Electric Limited

Dear Sir,

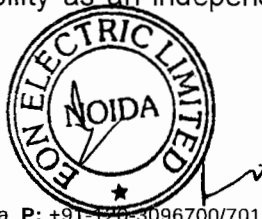
I am pleased to inform you that shareholders of the Company have approved your appointment as an Independent Director of Eon Electric Limited ("EON" or "Company") at their 25th Annual General Meeting held on 29th September, 2014, in terms of the provisions of the Companies Act, 2013.

For and on behalf of Board of Directors, I would like to express my gratitude for your guidance as an Independent Board Member. Your contributions have been significant.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the new Company law i.e. Companies Act, 2013. The Act 2013 has specifically defined the role, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The newly enacted Companies Act 2013 and the recent amendments by SEBI to the Listing Agreement require that a Company should issue appointment letter to its Independent Directors.

You have already been a member of the Board since 24th June, 2005 and have been performing your expected role as Independent Director in terms of Listing Agreement.

This letter will set out the terms of your appointment and your roles, duties, responsibilities and liability as an independent Director on the Board of Eon Electric Limited.



EON ELECTRIC LTD.
(Formerly Indo Asian Fusegear Limited)

EON
energising smiles

LUXTRA
future smart.

INDO SIMON™
Smart Switching Solutions

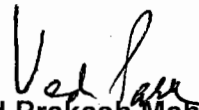
B-88, Sector-83, Noida-201305, Uttar Pradesh, India P: +91-120-3096700/701 F: +91-120-3096800 E: customer@eonelectric.com W: eonelectric.com
Registered Office : 1048, Sector-14, Sonapat, Haryana-131 001, India Toll Free No. : 180030007808, 8800123473 CIN : L31200HR1989PLC035580

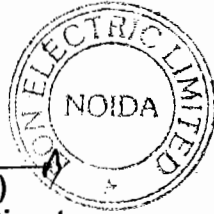
Kindly return the duplicate copy of this letter and the Terms of Appointment enclosed herewith duly signed by you in conformation.

We look forward to your continued support and guidance.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


(Ved Prakash Mahendru)
Chairman & Managing Director



Terms of Appointment of Independent Director

Terms of your appointment are as under:

1. Term of Office

Your appointment is for an initial period of Five (5) years with effect from 30th September, 2014. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of Directors. You may cease to hold office as a Director. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

At any time that you resign by written notice, it is desirable that you give the Chairman reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible so that EON can plan for succession of skills and experience on the Board, and you may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act 2013; or

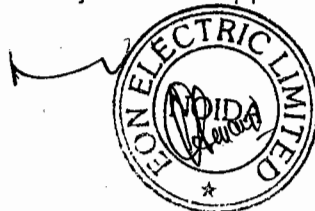
You may be required to vacate office under any applicable law and under the Articles of Association of the Company.

Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

2. Commitments

A. Independent Director

The Board of Directors (the Board) 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.



You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in a number of board and committee meetings each year. You should strive to attend all the scheduled quarterly board meetings, General meetings, Committees board meetings and other meetings for attendance as necessary.

As an independent Director you should strive to hold and present in at least one meeting in a year without the presence of non-independent Directors and members of management with the sole objective of:

- a) review the performance of non-independent directors and the Board as a whole;
- b) review the performance of the Chairperson of the Company ; taking into account the views of executive directors and non-executive directors;
- c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B. The Company

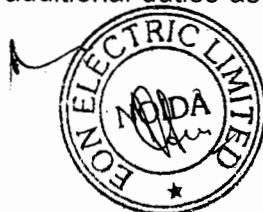
- The Company shall provide you with adequate notice of the dates of proposed board meeting, general meetings and meetings of board committees. As per the provision of the Companies Act 2013 the company is expected to give you an advance notice of minimum 7 days of every board and committee meetings. A meeting of the board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director. The notice of the Board/ Committee meetings will be provided along with the agenda of the Board / Committee meetings.



- The Company will train its Board members in the business model of the company as well as the risk profile of the business parameters of the company and their responsibilities as directors.
- The company will provide special training courses which is conducted by the various professional bodies to ensure that the directors are refreshed and equipped to perform their role with the highest standards.
- Company shall inform the directors about any upcoming events in the Company.
- Company shall ensure that director is update about latest happening in the Industry and in the field of law applicable on the company by allowing them to visit the seminars held in this respect.
- Company shall establish an effective whistle blower mechanism so that the directors can raise their concerns.
- It shall be the responsibility of the Company to provide the independent Director with all the information and documents they validly require to fulfill their functions.
- The company shall ensure that the independent directors are aware of their statutory obligations.

3. Code of Conduct, Functions and Duties

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. You will have all the usual duties of an independent director under Company Law and applicable listing agreement of the NSE and BSE, including attendance at Board meetings, the Annual General meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board and



which may relate to the business of the Company or any other member of the Group. You will be required to serve on such Committees as the Board may request, including but not limited to Audit, and /or Nomination and Remuneration and /or Stakeholders Relationship and /or Sub-Committee of Directors. In addition, you will be expected to devote appropriate preparation and travel time ahead of each meeting.

✦ **Code for Independent Directors, Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading for Employees, including Directors**

During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

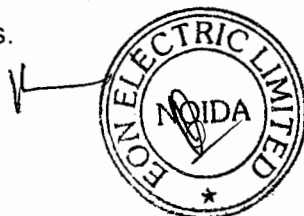
As a Director of Eon Electric Limited, you will have legal duties and obligations under Companies Act 2013. It is expected that you will familiarize yourself with the relevant Directors Duties, roles and responsibilities as set out in **Annexure-I**.

4. Liability

As an independent director you will be liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through Board processes and with your consent or connivance or where you had not acted diligently.

5. Technology

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Director's meetings.



You may attend the board or committee meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

6. Conflict of Interest

By accepting this appointment you will be deemed to have confirmed that any other position you hold including your directorships in other organizations, shall not give rise to any conflicts of interest in relation to your appointment as an Independent Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

As an Independent Director you shall not engage in any activity/ies that is not expected from you as an Independent Director.

7. Disclosures

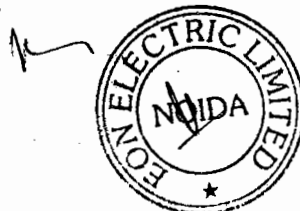
You shall be required to submit certain information in the prescribed forms on a defined periodicity. Company Secretary shall be the coordinating officer for this.

You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.

During your tenure as an independent director you are required to give a declaration that you meet the criteria of Independent director every financial year as provided under Section 149 of the Companies Act, 2013.

8. Director's Fees

You shall be paid a sitting fee for attending each Board and Committee Meeting, as per the provisions of section 197 of the Companies Act, 2013 and the Articles of Association of the Company.



The Company shall reimburse you all travelling, hotel and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act 2013 in conjunction with the Company rules and policies.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

9. Review and Evaluation

The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the policy, the Company will carry out an evaluation of the performance of the board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-appointment on the Board shall be subject to the outcome of the yearly evaluation process.

If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Company.

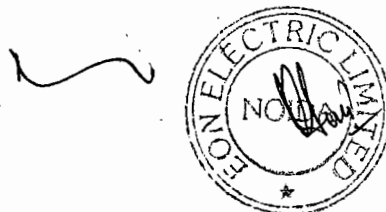
10. Induction and Training

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the directors are refreshed and equipped to perform their role in the highest standards and performance possible. You should feel free to request any further information which you require at any time.

11. Confidentiality and Access to Company Records

Under Company Law, Directors have a right of access to Company's documents and records, including financial records.

Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as :



- a) May be necessary in connection with the proper performance of your duties to the company;
- b) The company may from time to time authorize you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c) You may be required to disclose.

12. Applicable Law

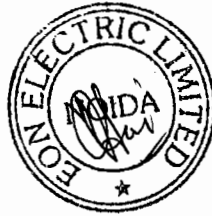
This letter of appointment shall be governed by the laws of India.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to me at the above address.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


**(Ved Prakash Mahendru)
Chairman & Managing Director**



CODE FOR INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

I. Guidelines of professional conduct:

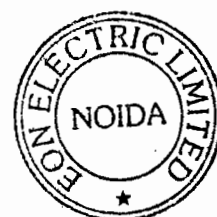
An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his 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 his 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 his 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.

II. Role and functions:

The independent directors shall:

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the 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;

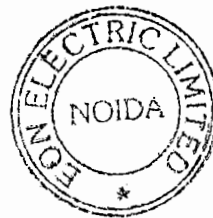


- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they 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 their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.



Date: 30th September, 2014

To

Sh. Ajoy Kumar Ghosh
B-502, Kaveri Apartment,
Alaknanda,
New Delhi - 110019

Re: Your appointment as Independent Director of Eon Electric Limited

Dear Sir,

I am pleased to inform you that shareholders of the Company have approved your appointment as an Independent Director of Eon Electric Limited ("EON" or "Company") at their 25th Annual General Meeting held on 29th September, 2014, in terms of the provisions of the Companies Act, 2013.

For and on behalf of Board of Directors, I would like to express my gratitude for your guidance as an Independent Board Member. Your contributions have been significant.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the new Company law i.e. Companies Act, 2013. The Act 2013 has specifically defined the role, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The newly enacted Companies Act 2013 and the recent amendments by SEBI to the Listing Agreement require that a Company should issue appointment letter to its Independent Directors.

You have already been a member of the Board since 24th June, 2005 and have been performing your expected role as Independent Director in terms of Listing Agreement.

This letter will set out the terms of your appointment and your roles, duties, responsibilities and liability as an independent Director on the Board of Eon Electric Limited.



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B-88, Sector-83, Noida-201305, Uttar Pradesh, India P: +91-120-3096700/701 F: +91-120-3096800 E: customer@eonelectric.com W: eonelectric.com
Registered Office : 1048, Sector-14, Sonapat, Haryana-131 001, India Toll Free No. : 180030007808, 8800123473 CIN : L31200HR1989PLC035580

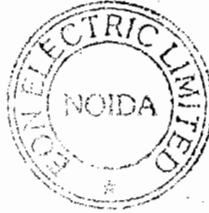
Kindly return the duplicate copy of this letter and the Terms of Appointment enclosed herewith duly signed by you in conformation.

We look forward to your continued support and guidance.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


**(Ved Prakash Mahendru)
Chairman & Managing Director**





Terms of Appointment of Independent Director

Terms of your appointment are as under:

1. Term of Office

Your appointment is for an initial period of Five (5) years with effect from 30th September, 2014. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of Directors. You may cease to hold office as a Director. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

At any time that you resign by written notice, it is desirable that you give the Chairman reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible so that EON can plan for succession of skills and experience on the Board, and you may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act 2013; or

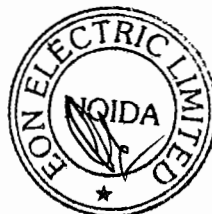
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Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

2. Commitments

A. Independent Director

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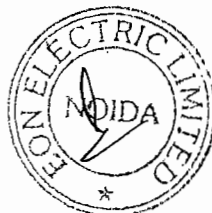
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- b) review the performance of the Chairperson of the Company ; taking into account the views of executive directors and non-executive directors;
- c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B. The Company

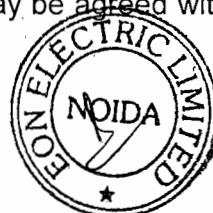
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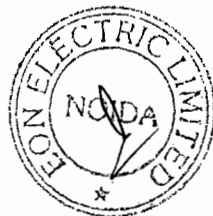
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7. Disclosures

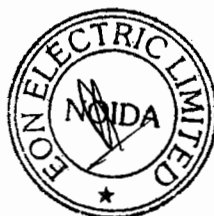
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If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Company.

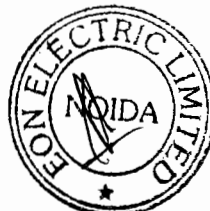
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Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as :



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- b) The company may from time to time authorize you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c) You may be required to disclose.

12. Applicable Law

This letter of appointment shall be governed by the laws of India.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to me at the above address.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


**(Ved Prakash Mahendru)
Chairman & Managing Director**

Pr

CODE FOR INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

I. Guidelines of professional conduct:

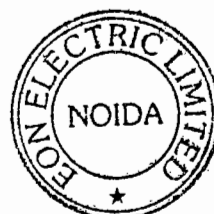
An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his 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 his 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 his 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.

II. Role and functions:

The independent directors shall:

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the 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;

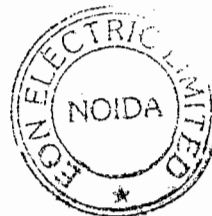


- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they 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 their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.



Date: 30th September, 2014

To
Sh. Ranjan Sarkar
C1/302, Charm Wood Village,
Faridabad – 121009
(Haryana)

Re: Your appointment as Independent Director of Eon Electric Limited

Dear Sir,

I am pleased to inform you that shareholders of the Company have approved your appointment as an Independent Director of Eon Electric Limited ("EON" or "Company") at their 25th Annual General Meeting held on 29th September, 2014, in terms of the provisions of the Companies Act, 2013.

For and on behalf of Board of Directors, I would like to express my gratitude for your guidance as an Independent Board Member. Your contributions have been significant.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the new Company law i.e. Companies Act, 2013. The Act 2013 has specifically defined the role, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The newly enacted Companies Act 2013 and the recent amendments by SEBI to the Listing Agreement require that a Company should issue appointment letter to its Independent Directors.

You have already been a member of the Board since 12th July, 2013 and have been performing your expected role as Independent Director in terms of Listing Agreement.

This letter will set out the terms of your appointment and your roles, duties, responsibilities and liability as an independent Director on the Board of Eon Electric Limited.



EON ELECTRIC LTD.
(Formerly Indo Asian Fusegear Limited)



B-88, Sector-83, Noida-201305, Uttar Pradesh, India P: +91-120-3096700/701 F: +91-120-3096800 E: customer@eonelectric.com W: eonelectric.com
Registered Office : 1048, Sector-14, Sonapat, Haryana-131 001, India Toll Free No. : 180030007808, 8800123473 CIN : L31200HR1989PLC035580

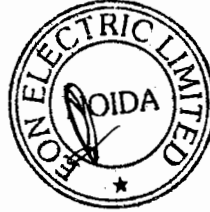
Kindly return the duplicate copy of this letter and the Terms of Appointment enclosed herewith duly signed by you in conformation.

We look forward to your continued support and guidance.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


**(Ved Prakash Mahendru)
Chairman & Managing Director**





Terms of Appointment of Independent Director

Terms of your appointment are as under:

1. Term of Office

Your appointment is for an initial period of Five (5) years with effect from 30th September, 2014. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of Directors. You may cease to hold office as a Director. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

At any time that you resign by written notice, it is desirable that you give the Chairman reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible so that EON can plan for succession of skills and experience on the Board, and you may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act 2013; or

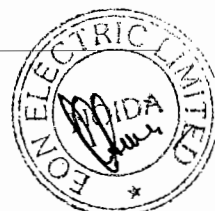
You may be required to vacate office under any applicable law and under the Articles of Association of the Company.

Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

2. Commitments

A. Independent Director

The Board of Directors (the Board) 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.



You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in a number of board and committee meetings each year. You should strive to attend all the scheduled quarterly board meetings, General meetings, Committees board meetings and other meetings for attendance as necessary.

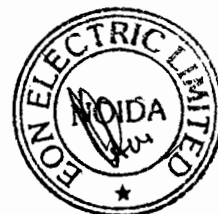
As an independent Director you should strive to hold and present in at least one meeting in a year without the presence of non-independent Directors and members of management with the sole objective of:

- a) review the performance of non-independent directors and the Board as a whole;
- b) review the performance of the Chairperson of the Company ; taking into account the views of executive directors and non-executive directors;
- c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B. The Company

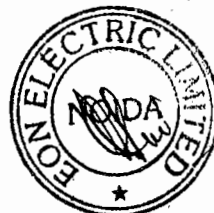
- The Company shall provide you with adequate notice of the dates of proposed board meeting, general meetings and meetings of board committees. As per the provision of the Companies Act 2013 the company is expected to give you an advance notice of minimum 7 days of every board and committee meetings. A meeting of the board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director. The notice of the Board/ Committee meetings will be provided along with the agenda of the Board / Committee meetings.



- The Company will train its Board members in the business model of the company as well as the risk profile of the business parameters of the company and their responsibilities as directors.
- The company will provide special training courses which is conducted by the various professional bodies to ensure that the directors are refreshed and equipped to perform their role with the highest standards.
- Company shall inform the directors about any upcoming events in the Company.
- Company shall ensure that director is update about latest happening in the Industry and in the field of law applicable on the company by allowing them to visit the seminars held in this respect.
- Company shall establish an effective whistle blower mechanism so that the directors can raise their concerns.
- It shall be the responsibility of the Company to provide the independent Director with all the information and documents they validly require to fulfill their functions.
- The company shall ensure that the independent directors are aware of their statutory obligations.

3. Code of Conduct, Functions and Duties

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. You will have all the usual duties of an independent director under Company Law and applicable listing agreement of the NSE and BSE, including attendance at Board meetings, the Annual General meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board and



which may relate to the business of the Company or any other member of the Group. You will be required to serve on such Committees as the Board may request, including but not limited to Audit, and /or Nomination and Remuneration and /or Stakeholders Relationship and /or Sub-Committee of Directors. In addition, you will be expected to devote appropriate preparation and travel time ahead of each meeting.

✦ **Code for Independent Directors, Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading for Employees, including Directors**

During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

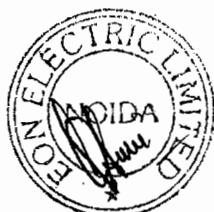
As a Director of Eon Electric Limited, you will have legal duties and obligations under Companies Act 2013. It is expected that you will familiarize yourself with the relevant Directors Duties, roles and responsibilities as set out in **Annexure-I**.

4. Liability

As an independent director you will be liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through Board processes and with your consent or connivance or where you had not acted diligently.

5. Technology

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Director's meetings.



You may attend the board or committee meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

6. Conflict of Interest

By accepting this appointment you will be deemed to have confirmed that any other position you hold including your directorships in other organizations, shall not give rise to any conflicts of interest in relation to your appointment as an Independent Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

As an Independent Director you shall not engage in any activity/ies that is not expected from you as an Independent Director.

7. Disclosures

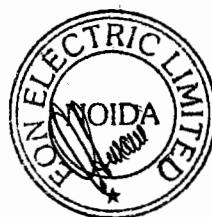
You shall be required to submit certain information in the prescribed forms on a defined periodicity. Company Secretary shall be the coordinating officer for this.

You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.

During your tenure as an independent director you are required to give a declaration that you meet the criteria of Independent director every financial year as provided under Section 149 of the Companies Act, 2013.

8. Director's Fees

You shall be paid a sitting fee for attending each Board and Committee Meeting, as per the provisions of section 197 of the Companies Act, 2013 and the Articles of Association of the Company.



The Company shall reimburse you all travelling, hotel and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act 2013 in conjunction with the Company rules and policies.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

9. Review and Evaluation

The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the policy, the Company will carry out on evaluation of the performance of the board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-appointment on the Board shall be subject to the outcome of the yearly evaluation process.

If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Company.

10. Induction and Training

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the directors are refreshed and equipped to perform their role in the highest standards and performance possible. You should feel free to request any further information which you require at any time.

11. Confidentiality and Access to Company Records

Under Company Law, Directors have a right of access to Company's documents and records, including financial records.

Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as :



- a) May be necessary in connection with the proper performance of your duties to the company;
- b) The company may from time to time authorize you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c) You may be required to disclose.

12. Applicable Law

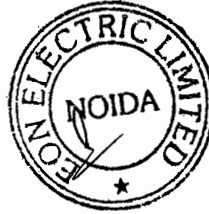
This letter of appointment shall be governed by the laws of India.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to me at the above address.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


**(Ved Prakash Mahendru)
Chairman & Managing Director**



CODE FOR INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

I. Guidelines of professional conduct:

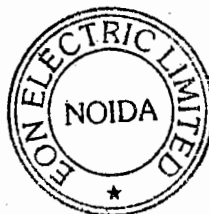
An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his 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 his 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 his 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.

II. Role and functions:

The independent directors shall:

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the 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;

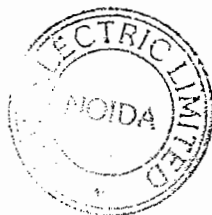


- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they 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 their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.



Date: 30th September, 2015

To
Dr. Rashmi Vij
C-1/5, PAP Complex,
Jalandhar -144005
(Punjab)

Re: Your appointment as Independent Director of Eon Electric Limited

Dear Sir,

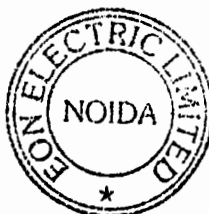
I am pleased to inform you that shareholders of the Company have approved your appointment as an Independent Director of Eon Electric Limited ("EON" or "Company") at their 26th Annual General Meeting held on 29th September, 2015, in terms of the provisions of the Companies Act, 2013.

For and on behalf of Board of Directors, I would like to express my gratitude for your guidance as an Independent Board Member. Your contributions have been significant.

The purpose of this letter is to inform you about the new provisions related to the Independent Director (ID) introduced under the new Company law i.e. Companies Act, 2013. The Act 2013 has specifically defined the role, duties, liabilities and the manner of appointment of IDs on the Board and various Committees of the Company. The newly enacted Companies Act 2013 and the recent amendments by SEBI to the Listing Agreement require that a Company should issue appointment letter to its Independent Directors.

You have already been a member of the Board since 24th April, 2015 and have been performing your expected role as Independent Director in terms of Listing Agreement.

This letter will set out the terms of your appointment and your roles, duties, responsibilities and liability as an independent Director on the Board of Eon Electric Limited.



[Handwritten signature]



EON ELECTRIC LTD.
(Formerly Indo Asian Fusegear Limited)

B-88, Sector-83, Noida-201305, Uttar Pradesh, India P: +91-120-3096700/701 F: +91-120-3096765 E: customer@eonelectric.com W: eonelectric.com
Registered Office : 1048, Sector-14, Sonapat, Haryana-131 001, India Toll Free No. : 180030007808, 8800123473 CIN : L31200HR1989PLC035580

Kindly return the duplicate copy of this letter and the Terms of Appointment enclosed herewith duly signed by you in conformation.

We look forward to your continued support and guidance.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**


**(Ved Prakash Mahendru)
Chairman & Managing Director**



Sharma

Terms of Appointment of Independent Director

Terms of your appointment are as under:

1. Term of Office

Your appointment is for an initial period of Five (5) years with effect from 24th April, 2015. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of Directors. You may cease to hold office as a Director. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time.

At any time that you resign by written notice, it is desirable that you give the Chairman reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible so that EON can plan for succession of skills and experience on the Board, and you may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act 2013; or

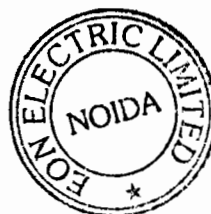
You may be required to vacate office under any applicable law and under the Articles of Association of the Company.

Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

2. Commitments

A. Independent Director

The Board of Directors (the Board) 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.



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You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in a number of board and committee meetings each year. You should strive to attend all the scheduled quarterly board meetings, General meetings, Committees board meetings and other meetings for attendance as necessary.

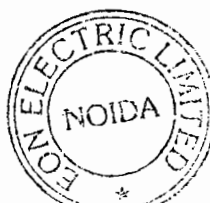
As an independent Director you should strive to hold and present in at least one meeting in a year without the presence of non-independent Directors and members of management with the sole objective of:

- a) review the performance of non-independent directors and the Board as a whole;
- b) review the performance of the Chairperson of the Company ; taking into account the views of executive directors and non-executive directors;
- c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B. The Company

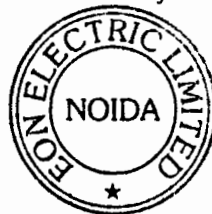
- The Company shall provide you with adequate notice of the dates of proposed board meeting, general meetings and meetings of board committees. As per the provision of the Companies Act 2013 the company is expected to give you an advance notice of minimum 7 days of every board and committee meetings. A meeting of the board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director. The notice of the Board/ Committee meetings will be provided along with the agenda of the Board / Committee meetings.



- The Company will train its Board members in the business model of the company as well as the risk profile of the business parameters of the company and their responsibilities as directors.
- The company will provide special training courses which is conducted by the various professional bodies to ensure that the directors are refreshed and equipped to perform their role with the highest standards.
- Company shall inform the directors about any upcoming events in the Company.
- Company shall ensure that director is update about latest happening in the Industry and in the field of law applicable on the company by allowing them to visit the seminars held in this respect.
- Company shall establish an effective whistle blower mechanism so that the directors can raise their concerns.
- It shall be the responsibility of the Company to provide the independent Director with all the information and documents they validly require to fulfill their functions.
- The company shall ensure that the independent directors are aware of their statutory obligations.

3. **Code of Conduct, Functions and Duties**

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. You will have all the usual duties of an independent director under Company Law and applicable listing agreement of the NSE and BSE, including attendance at Board meetings, the Annual General meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board and



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which may relate to the business of the Company or any other member of the Group. You will be required to serve on such Committees as the Board may request, including but not limited to Audit, and /or Nomination and Remuneration and /or Stakeholders Relationship and /or Sub-Committee of Directors. In addition, you will be expected to devote appropriate preparation and travel time ahead of each meeting.

✦ **Code for Independent Directors, Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading for Employees, including Directors**

During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

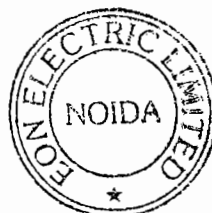
As a Director of Eon Electric Limited, you will have legal duties and obligations under Companies Act 2013. It is expected that you will familiarize yourself with the relevant Directors Duties, roles and responsibilities as set out in **Annexure-I**.

4. Liability

As an independent director you will be liable only in respect of such acts of omission or commission by a company which had occurred with your knowledge, attributable through Board processes and with your consent or connivance or where you had not acted diligently.

5. Technology

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Director's meetings.



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You may attend the board or committee meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

6. Conflict of Interest

By accepting this appointment you will be deemed to have confirmed that any other position you hold including your directorships in other organizations, shall not give rise to any conflicts of interest in relation to your appointment as an Independent Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

As an Independent Director you shall not engage in any activity/ies that is not expected from you as an Independent Director.

7. Disclosures

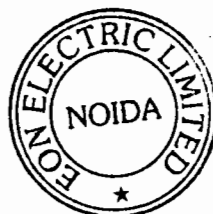
You shall be required to submit certain information in the prescribed forms on a defined periodicity. Company Secretary shall be the coordinating officer for this.

You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.

During your tenure as an independent director you are required to give a declaration that you meet the criteria of Independent director every financial year as provided under Section 149 of the Companies Act, 2013.

8. Director's Fees

You shall be paid a sitting fee for attending each Board and Committee Meeting, as per the provisions of section 197 of the Companies Act, 2013 and the Articles of Association of the Company.



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The Company shall reimburse you all travelling, hotel and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act 2013 in conjunction with the Company rules and policies.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

9. Review and Evaluation

The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. As per the policy, the Company will carry out on evaluation of the performance of the board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-appointment on the Board shall be subject to the outcome of the yearly evaluation process.

If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman of the Company.

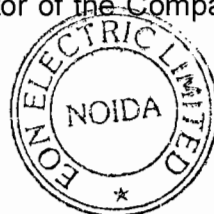
10. Induction and Training

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the directors are refreshed and equipped to perform their role in the highest standards and performance possible. You should feel free to request any further information which you require at any time.

11. Confidentiality and Access to Company Records

Under Company Law, Directors have a right of access to Company's documents and records, including financial records.

Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as :



[Handwritten signature]

- a) May be necessary in connection with the proper performance of your duties to the company;
- b) The company may from time to time authorize you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c) You may be required to disclose.

12. Applicable Law

This letter of appointment shall be governed by the laws of India.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to me at the above address.

Thanking you,

**Yours sincerely,
For Eon Electric Limited**



**(Ved Prakash Mahendru)
Chairman & Managing Director**



CODE FOR INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

I. Guidelines of professional conduct:

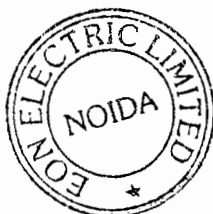
An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his 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 his 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 his 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.

II. Role and functions:

The independent directors shall:

- (1) 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;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the 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;



- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they 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 their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) 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;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) 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.

