

Baghmari Tea Company Limited

CIN : L01132WB1918PLC002913

Website : www.baghmaritea.com

Garden :

Baghmari Tea Garden

Post & T. O. Chariali

Dist.-Sonitpur, Assam, Pin - 784176

Rly. (N/F) Stn. : Bishwanath Chariali

Air Field : TEZPUR

Ph. : 03715-222038, 230559 (Fax)

Date: 1st October, 2019

Regd. Office :

McLeod House,

3, Netaji Subhas Road

Kolkata - 700 001

Phone : 2248-9166/9168

Fax : (033) 2248-3449

E-mail : baghmariitea@ymail.com

baghmari1234@gmail.com

To,
Mr. Shakti Khaitan
Active Acres,
Block 3B, Flat 19G,
54/10, D.C. Dey Road,
Tangra,
Kolkata - 700015

Dear Sir,

Sub: Letter of Appointment as an Independent Director

We are pleased to inform you that the shareholders of the Company at the Annual General Meeting of the Company held on 30th September, 2019 have passed the resolution with requisite majority and re-appointed you as an Independent Non- Executive Director of the Company to hold office for a further period of 5 consecutive financial years.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

Terms of Appointment

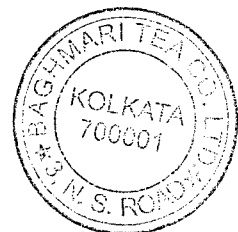
Your appointment as a Non- Executive Independent Director on the Board of Directors of Baghmari Tea Co. Ltd is with effect from 30th September, 2019 for a second term of five consecutive years unless terminated earlier or extended, as per the provisions of this letter or applicable laws ("Term"). As an Independent Director you will not be liable to retire by rotation.

1. Board Committees

As per the Board's current assessment, you will be the Chairman/member of the following Board Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders' Relationship Committee

The Board may reconstitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to you. In such an event you may also be required to serve on other Committees of the Board.



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2. Role, duties and responsibilities

A. As member of the Board you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

-Requirements under the Act, responsibilities of the Board as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under SEBI(LODR) Regulations, 2015.

-Accountability under the Directors' Responsibility Statement,

-Overseeing the maintenance of high standards and ethical conduct of business.

B. You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act, and duties of directors as provided in the Act and in SEBI(LODR) Regulations, 2015.

3. Remuneration

As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member as fixed by the Board from time to time.

4. Dealing in shares and Combined Code of Corporate Governance and Conduct

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines. You are required to comply with the applicable insider trading laws and regulations.

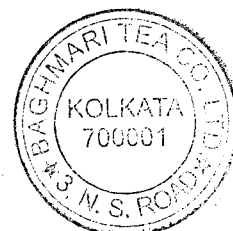
5. Disclosures of Changes

During your term, you agree to promptly provide a declaration under Section 149(7) of the Act, every year and upon any change in circumstances within 20 days which may affect your status as an Independent Director.

During the term, you shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

6. Termination

Your directorship on the Board of the Company shall terminate or cease in accordance with law.



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Apart from the grounds of termination as specified in the Act, you may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation and also to Registrar of Companies (ROC). The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

7. Acceptance of Appointment

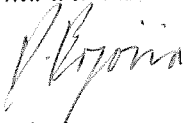
We are confident that the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our Company.

Please confirm your acceptance by signing and returning the enclosed copy of this letter.

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

Yours Sincerely,

For Baghmari Tea Co. Limited
BAGHMARI TEA CO. LTD.



Director

Dhruv Bajoria
Director
DIN: 07935582