

TO THE INDEPENDENT DIRECTORS

Date: 30th September, 2014

Mr. Rakesh Kumar Jain
Mr. Obulreddy Puppala
Mr. Chowdary Muppavarapu
Mr. Veera Venkata Satyanarayana Aakana

Dear Sir,

Sub: Letter of Appointment

We are pleased to inform you that our Shareholders at the 22nd Annual General Meeting held on 30th September 2014 appointed you as an Independent Director on the Board of our Company pursuant to the provisions of Section 149 of the Companies Act, 2013.

Your appointment is subject to following terms and conditions:

- Your appointment as Independent Director on the Board of our Company is for a period of five consecutive years from the conclusion of 22nd Annual General Meeting i.e. 30.9.2014.
- During this period your period of office is not liable for retirement by rotation.
- You shall not be Independent Director in more than 7 Listed Companies and in case you are or proposed to be a Whole-time Director in a listed Company, you shall not be Independent Director in more than 3 listed Companies (as per Clause 49 of the Listing Agreement coming into effect from 1st October, 2014) or such other limit as may be prescribed by any statute from time to time.
- You shall be paid sitting fees as fixed by the Board from time to time for attending each Meeting of the Board or Committee thereof and also traveling and other incidental expenses for attending such Meetings or any other Meeting.
- You are and will be covered by Directors and Officers Liability Insurance Policy during the tenure of your office as Independent Director.

You shall endeavor to

- ❖ Understand the Company's business and strategic plans and key issues
 - ❖ Develop special skills/expertise contributing to the Boards overall effectiveness and diversity.
- Make measured and appropriate contributions to Board discussions and deliberations and taking into consideration the interests of all stakeholders.

- Exercise the responsibilities in a bonafide manner, in the interest of the Company.
- Come to the meeting well prepared having done necessary homework by way of reading agenda papers and discussing with directors and management as necessary.
- Respect the confidentiality of the Company's business information and Board's deliberations.
- Assist the Company in implementing best Corporate Governance practices.
- Uphold ethical standards, integrity and probity.
- Ensure that your position is not in conflict of interest with the Company.
- Have satisfactory attendance at meetings.

You shall abide by the code for Independent Dependent Directors as prescribed in schedule IV to the Companies Act, 2013 (extract of which is enclosed as Annexure to this letter) which forms the part of this letter.

It may be noted that Board of Directors shall be at the liberty to alter the terms and conditions of this appointment from time to time in order to comply with the directions of any statute or for any other reasons as it may deem fit.

We request you kindly sign the duplicate copy of this letter as a token of Acknowledgement.

Thanking you.

For and on behalf of the Board

Omega AG-Seeds (Punjab) Limited

Nerella Mohan Rao Venkatarama
Managing Director