

High Street Filatex Limited

(Formerly) UNI LEGWEARS (INDIA) LIMITED

REGD OFFICE: B-17, IIND FLOOR, 22 GODAM INDUSTRIAL AREA, JAIPUR-302006, INDIA

Tel No: 0141-2214074, 2211658 Fax-0141-2212984

Web Site: www.highstreetfilatex.com E-mail: highstreet.filatex@gmail.com

CIN: L18101RJ1994PLC008386

LETTER OF APPOINTMENT/REAPPOINTMENT FOR INDEPENDENT DIRECTORS

Date: 13-08-2018

To,
Mr. Raj Deep Ghiya,
64, A.V.G. Tower II, Nirman Nagar,
Ajmer Road, Jaipur, 302019

Subject: Appointment as Non-executive Independent Director of the Company under Section 149 of the Companies Act, 2013

Dear Mr. Raj Deep Ghiya,

We are pleased to inform you that you are hereby re-appointed as "**Non-executive Independent Director**" of our Company w.e.f. 01st April, 2019. The terms and conditions of appointment, which shall, in any event be subject to the Articles of Association of the Company, are set out below:

1. Appointment:

- ✚ In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a second term of five consecutive years commencing from 01st April, 2019 subject to the approval of shareholders at the forthcoming Annual General Meeting of the Company.
- ✚ In compliance with provisions of Section 149 (13) of the Companies Act, 2013, your directorship is not subject to retire by rotation.

2. Board Committees:

1. 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. Upon your appointment to any one or more committees, you will be provided with the appropriate committee charter which sets out the functions of that committee.
2. Currently the Board has three committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. All these committees are represented by the Independent Directors. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Chairperson of the Board, in consultation with the company secretary and the committee members, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

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3. Training of Independent Directors:

The Company shall provide need based training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

4. Professional Conduct:

As an Independent Director, you 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 you lose your independence, you will immediately inform the Board accordingly;
9. Assist the company in implementing the best corporate governance practices.

5. Functions, Duties and Responsibilities of Directors:

The independent directors shall have functions, responsibilities and duties as per the provisions of Schedule IV read with section 149 of the Companies Act, 2013 to the extent applicable to each director.

6. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - (a) interalia 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.

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7. Fees:

The directors shall not be paid any fees/remuneration as sitting fees for attending Board/ Committee meetings.

8. Directors & Officers Insurance: NIL

9. Memberships of other boards:

It is expected that you will not serve on the boards of competing companies without the intimation to the Board. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

10. Mechanism for evaluating Board members:

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

11. Resignation or Removal:

The resignation or removal of an independent director shall be in the same manner as is provided in section 168 and 169 of the Companies Act, 2013.

12. Dealing in shares and Code of conduct:

Directors are prohibited from dealing in Company's shares during the period when the trading window is closed. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct and Ethics, as already circulated and affirmed by all the Directors and Senior Managerial Personnel (SMP).

13. Confidentiality:

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman. We are confident that your association, expertise and advise will immensely benefit the Company and the Board.

**Yours faithfully,
FOR HIGH STREET FILATEX LTD.**

For High Street Filatex Ltd.



Director

**(BHAGWAN SINGH)
WHOLE TIME DIRECTOR
DIN: 02305246**

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LETTER OF APPOINTMENT/REAPPOINTMENT FOR INDEPENDENT DIRECTORS

Date: 13-08-2018

To,
Mr. Rajneesh Chindalia,
C 35, FNO F-04, Shekhawati Enclave,
C-Scheme, Jaipur, 302001.

Subject: Appointment as Non-executive Independent Director of the Company under Section 149 of the Companies Act, 2013

Dear Mr. Rajneesh Chindalia,

We are pleased to inform you that you are hereby re-appointed as "**Non-executive Independent Director**" of our Company w.e.f. 01st April, 2019. The terms and conditions of appointment, which shall, in any event be subject to the Articles of Association of the Company, are set out below:

1. Appointment:

- ✚ In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a second term of five consecutive years commencing from 01st April, 2019 subject to the approval of shareholders at the forthcoming Annual General Meeting of the Company.
- ✚ In compliance with provisions of Section 149 (13) of the Companies Act, 2013, your directorship is not subject to retire by rotation.

2. Board Committees:

1. 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. Upon your appointment to any one or more committees, you will be provided with the appropriate committee charter which sets out the functions of that committee.
2. Currently the Board has three committees namely Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. All these committees are represented by the Independent Directors. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Chairperson of the Board, in consultation with the company secretary and the committee members, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

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3. Training of Independent Directors:

The Company shall provide need based training to independent directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

4. Professional Conduct:

As an Independent Director, you 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 you lose your independence, you will immediately inform the Board accordingly;
9. Assist the company in implementing the best corporate governance practices.

5. Functions, Duties and Responsibilities of Directors:

The independent directors shall have functions, responsibilities and duties as per the provisions of Schedule IV read with section 149 of the Companies Act, 2013 to the extent applicable to each director.

6. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - (a) interalia 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.

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7. Fees:

The directors shall not be paid any fees/remuneration as sitting fees for attending Board/ Committee meetings.

8. Directors & Officers Insurance: NIL

9. Memberships of other boards:

It is expected that you will not serve on the boards of competing companies without the intimation to the Board. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

10. Mechanism for evaluating Board members:

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

11. Resignation or Removal:

The resignation or removal of an independent director shall be in the same manner as is provided in section 168 and 169 of the Companies Act, 2013.

12. Dealing in shares and Code of conduct:

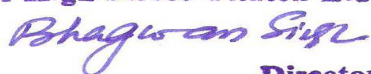
Directors are prohibited from dealing in Company's shares during the period when the trading window is closed. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct and Ethics, as already circulated and affirmed by all the Directors and Senior Managerial Personnel (SMP).

13. Confidentiality:

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman. We are confident that your association, expertise and advise will immensely benefit the Company and the Board.

**Yours faithfully,
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LETTER OF APPOINTMENT/REAPPOINTMENT FOR INDEPENDENT DIRECTORS

Date: 13-08-2018

To,
Mr. Devendra Kumar Palod,
2/675, Malviya Nagar,
Jaipur, 302017

Subject: Appointment as Non-executive Independent Director of the Company under Section 149 of the Companies Act, 2013

Dear Mr. Devendra Kumar Palod,

We are pleased to inform you that you are hereby re-appointed as "**Non-executive Independent Director**" of our Company w.e.f. 01st April, 2019. The terms and conditions of appointment, which shall, in any event be subject to the Articles of Association of the Company, are set out below:

1. Appointment:

- ✚ In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a second term of five consecutive years commencing from 01st April, 2019 subject to the approval of shareholders at the forthcoming Annual General Meeting of the Company.
- ✚ In compliance with provisions of Section 149 (13) of the Companies Act, 2013, your directorship is not subject to retire by rotation.

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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;
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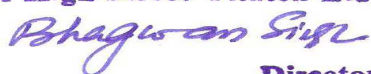
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**Yours faithfully,
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For High Street Filatex Ltd.



Director

**(BHAGWAN SINGH)
WHOLE TIME DIRECTOR
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