

Date: August 08, 2025

To,  
**Mrs. Rajita Rupesh Gupta**  
Flat No. 101, Konark Aplus Society  
Sopan Baug  
Pune, Maharashtra- 411001

**Sub: Appointment as Non-Executive Independent Director of the Company.**

Dear Madam,

We are pleased to inform you that, the Board of Directors of the Company has approved your appointment as a Non-Executive Independent Director of **MKP Mobility Limited** (the "Company") for a term of 5 (five) years starting from August 08, 2025 till August 07, 2030 subject to approval of the shareholders of the Company in the ensuing annual general meeting.

We thank you for your confirmation to the Company that you meet the "Independence" criteria as envisaged in Section 149(6) of the Companies Act, 2013 and Regulations 16 (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This letter is being issued to comply with the requirements of Schedule IV of the 2013 Act pertaining to the Code of Independent Directors. This letter sets out the broad term of your appointment as an Independent Director, on the Board of the Company.

The terms of your appointment, as set out in this letter, are subject to the extant provisions of the

- (i) Applicable laws, including the Companies Act, 2013 & SEBI Regulations.
- (ii) Articles of Association of the Company.

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

**Appointment:**

- a. Your term of appointment as an Independent Director of the Company is for five consecutive years with effect from August 08, 2025 as first term, and you may be re-appointed for one further term of up to five consecutive years, subject to compliance with applicable provisions of the Companies Act, 2013 and SEBI Regulations.
- b. As an Independent Director you will not be liable to retire by rotation.
- c. The term Independent Director should be construed as defined under the Companies Act, 2013 and SEBI Regulations.
- d. Your appointment and tenure as an Independent Director shall be in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Regulations, and the rules made thereunder.

**MKP MOBILITY LIMITED**

CIN: L50100PN1990PLC242336

Registered office: GAT NO.624, BEHIND VIJAY HOTEL,  
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**Committees:**

The Board of Directors (the Board) may appoint you to serve one or more Board Committees. Your appointment on such Committee(s) will be subject to the applicable laws and regulations and the scope of the Committee as determined by the Board.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

The Board may constitute or re-constitute 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.

**Role and Duties:**

As a member of the Board, your role, duties and responsibilities will be those normally prescribed under the Companies Act, 2013, SEBI Regulations and in accordance with the Articles of Association of the Company.

You shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013, and duties of directors as provided in the said Act. For your ready reference, the relevant provisions have been extracted and attached to this letter as "Annexure A".

**Remuneration & Reimbursement:****Fees:**

You will be paid sitting fees for attending meetings of the Board and/or its Committees as may be decided by the Board from time to time which shall not exceed the maximum amount specified by the Companies Act, 2013. No commission or other profit-related payments will be made.

**Reimbursement of Expenses:**

In addition to the remuneration described hereinabove, the Company shall reimburse you for travel, hotel, and other incidental expenses incurred by you in the performance of your duties during the term of your appointment.

**Code of Conduct & Other Compliances:**

During your tenure, you shall comply with all applicable provisions of the Companies Act, 2013, SEBI Regulations, including the Code for Independent Directors, the Code of Conduct for Board Members and Senior Management Personnel, the Insider Trading Code and such other requirements as may be specified by the Board of Directors from time to time. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an Independent Director, you shall give a declaration to that effect confirming that you meet the criteria of independence as prescribed under the Companies Act, 2013 and SEBI Regulations.

**Conflict or Disclosure of Interest:**

It is acknowledged and accepted that you may have business interests other than those of the Company. As a condition of your appointment, you are required to disclose any such directorships, appointments, or interests to the Board in writing, in the prescribed form, at the time of your appointment.

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You shall disclose any material interest in any transaction or arrangement entered into by the Company. Such disclosure must be made no later than when the transaction or arrangement is considered at a meeting of the Board of Directors. So that your interest may be appropriately recorded in the minutes and reflected in the Company's records. A general notice stating that you are interested in any contracts with a particular person, firm, or company shall be deemed sufficient disclosure.

Should there be any change in your circumstances that may give rise to a conflict of interest or may affect the Board's assessment of your independence. You shall promptly disclose the same to both the Chairman and the Company Secretary.

**Confidentiality:**

All information acquired by you during your appointment shall be treated as confidential and shall not be disclosed to any third party, either during your tenure or after its termination (by whatever means), without the prior approval of the Chairman, unless disclosure is required by law or by the rules of any stock exchange or regulatory authority.

Upon reasonable request, you shall return or surrender any documents or other materials provided to you by the Company.

**Directors and Officers (D & O) Insurance:**

You are hereby informed that the Company provides for D & O Insurance for the Directors. As on date, you are covered under D & O Insurance.

**Re-Appointment:**

On the conclusion of the first term of appointment of five consecutive years, you may further be appointed for a term of five consecutive years' subject to the approval of the Board on the basis of the performance evaluation report and approval of shareholders by way of a special resolution and you continuing to meet the independence criteria as prescribed under the Act and SEBI Regulations.

**Termination:**

You may resign from your position at any time. Should you wish to do so, you are requested to provide reasonable prior written notice to the Board of Directors.

The continuation of your appointment is subject to your re-appointment by the shareholders in accordance with the provisions of the Companies Act, 2013, SEBI Regulations and the Articles of Association of the Company. Your appointment may also be terminated in accordance with the provisions of the Articles of Association and applicable laws.

**Governing Law:**

This letter of appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

This letter constitutes neither a contract for services nor a service contract. Please confirm your agreement to the terms of appointment relating to your appointment as a Non-Executive Independent Director of the Company by signing and returning to us the enclosed copy of this letter.



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Yours sincerely,  
For MKP Mobility Limited

*Jitodia*



**JITESH M PATODIA**  
**MANAGING DIRECTOR**  
**DIN: 09700718**

**Agree and Accept**

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

*R. Gupta*

**RAJITA RUPESH GUPTA**  
**INDEPENDENT DIRECTOR**  
**(DIN: 02234578)**

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**ANNEXURE A****SCHEDULE IV TO THE COMPANIES ACT, 2013**  
**[See section 149(8)]****CODE FOR INDEPENDENT DIRECTORS**

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

**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.

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**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.

**IV. Manner of appointment:**

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.



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4. The appointment of independent directors shall be formalized through a letter of appointment, which shall set out :
  - a) The term of appointment;
  - b) The expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - c) The fiduciary duties that come with such an appointment along with accompanying liabilities;
  - d) Provision for Directors and Officers (D and O) insurance, if any;
  - e) The Code of Business Ethics that the company expects its directors and employees to follow;
  - f) The list of actions that a director should not do while functioning as such in the company; and
  - g) The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

**V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

**VI. Resignation or removal:**

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3. Where the company fulfills the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

**VII. 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. 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.

**VIII. Evaluation mechanism:**

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

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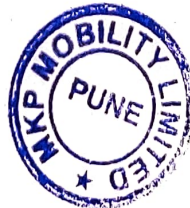




2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent director.

**DUTIES OF DIRECTORS AS PER SECTION 166 OF COMPANIES ACT, 2013**

1. Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
  2. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
  3. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
  4. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
  5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
  6. A director of a company shall not assign his office and any assignment so made shall be void.
  7. If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.
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