

Date:

To,

Dear Sir,

Subject: Appointment as an Independent Director

I am pleased to inform you that upon the recommendation of Nomination and Remuneration committee in their meeting held on _____, Board of directors of Systematix Corporate Services Limited has approved your appointment as an Independent Director of the Company.

1. APPOINTMENT –

(a) In accordance with the provisions of the Companies Act, 2013 and other applicable provisions if any, and in accordance with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 you will serve as an Independent Director on the Board for tenure of upto 5 five years from 10th March, 2018. However, your appointment is subject to approval of shareholders in the General Meeting. As an Independent director, you will not be able to retire by rotation.

2. COMMITTEES –

(a) During your tenure, you may be appointed as a member of one or more of the committees of the Company.

(b) You are expected to attend Board Meeting, Committee Meeting, any other meeting entitling you to attend and devote your time for discharge of your duties effectively.

3. ROLE, DUTIES AND RESPONSIBILITIES –

(a) You shall act in accordance with the Company's Articles of Association

(b) You 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 interest of the Company.

(c) You shall discharge your duties with due and reasonable care, skill and diligence.

SYSTEMATIX CORPORATE SERVICES LIMITED

(d) You shall not involve yourself in a situation in which you may have a Direct or indirect conflicts, with the interest of the Company.

(e) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

4. CONFIDENTIALITY -

(a) You are expected to maintain confidentiality of the proceedings of the Board Meetings, Committee Meetings or any other meetings you are entitled to attend.

(b) You shall not disclose confidential information in your possession unless expressly approved by the Board or required under any law.

5. CODE OF CONDUCT-

(a) During your tenure, you are required to comply with the Code for Independent Directors in pursuance to the provisions of section 149 (8) of the Companies Act, 2013 and more specifically provided in Schedule IV of the Act as amended from time to time.

(b) You need to comply with the Code of Conduct for Directors and Senior Management of the company as amended from time to time.

6. SITTING FEES / REMUNERATION-

(a) You will be paid such remuneration by way of sitting fees for attending the meetings of the Board and the committee as may be decided by the Board from time to time, subject to approval of shareholders, if required

(b) The company may pay or reimburse to you such fair and reasonable expenditure, as may have been incurred by you while performing your role as an Independent Director.

7. PERFORMANCE APPRAISAL / EVALUATION PROCESS-

(a) As a member of the Board, your performance shall be evaluated annually. Evaluation shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination & Remuneration Committee and disclose in the company's Annual Report.

8. DIRECTORS AND OFFICERS (D & O) INSURANCE -

(a) Presently, the Company has no D&O liability insurance policy. However, if the Company takes such policy then a copy of the same will be supplied to you on request.

9. SEPARATE MEETINGS-

(a) 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.

10. RESIGNATION / TERMINATION -

You may resign from the Directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. If at any stage during the term, there is any change that may affect your status as an Independent Director as envisaged in section 149 (6) of the Act, or if applicable, you fail to meet the criteria for "Independence" under the provisions of SEBI (LODR) Regulations, you agree to promptly submit your resignation to the company with effect from the date of such change.

11. GENERAL

This letter is governed by and shall be interpreted in accordance with Indian Laws and shall be subject to jurisdiction of Indian Courts.

12. 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. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning this letter.

We welcome you as a member of our organization and look forward to many years of fruitful association.

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.

Place:

Date:
