

# AAGAM CAPITAL LIMITED

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## **LETTER OF APPOINTMENT AND TERMS AND CONDITION OF APPOINTMENT OF INDEPENDENT DIRECTOR**

**Date:**

To,  
Mr/ Ms.

**Sub: Your appointment as Independent Director of the Company**

Dear Sir/Madam,

We are pleased to inform you that the Board of Directors of the Company at their meeting held on \_\_\_\_\_ have appointed you as an Additional Director in the Category of Independent Director of the Company, pursuant to the provision of the Companies Act, 2013. The appointment is subject to the approval of shareholders at the next Annual General Meeting. As per the requirements of the Companies Act, 2013, the above is being formalized through this letter of appointment.

### **Appointment**

Your appointment is for a consecutive period of \_\_\_\_\_ years effecting from the date of Annual General Meeting of the Company wherein your appointment being approved by the shareholders of the Company. Further the tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

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(CIN : L65990MH1991PLC064631)

Regd. Office : Office No. 602, 6<sup>th</sup> Floor, Raheja Chambers, 213 Nariman Point,  
Mumbai, 400021.

Website: [www.aagamcap.com](http://www.aagamcap.com) E-Mail - [aagamcltd@gmail.com](mailto:aagamcltd@gmail.com) Tel: 91 22 -65158915

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In addition to routine board meetings you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make necessary overall time commitment.

You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant committee's terms of reference and any specific responsibilities.

## **Duties and Liabilities**

The duties and liabilities that come with your appointment would be as per the applicable laws, Company policy and the Articles of Association of the Company. The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules there under) and the SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015 some of which are specifically outlined below :

You will follow "The Code for Independent Director" as per Schedule IV of the Companies Act, 2013 and Company policy. You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013. In case you so desire, Company would provide support to help you familiarize yourself with the relevant duties and obligations.

The Board of Directors of the Company inter alia has been given due consideration to your declaration of being qualified as "Independent" in accordance with the provisions of Companies Act, 2013 and the Listing Regulations. You are expected to continue to be qualified as "Independent" during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as "Independent Director" in the annual report and other documents and publications of the Company.

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If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as possible.

## **Prohibition of Insider Trading**

You will follow the policy on insider information and the requirements under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained security. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman.

## **Remuneration**

You will be entitled for sitting fees for attending the meetings of the Board or committee thereof either personally or through Video conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The sittings fees payable shall be subject to applicable tax deduction at source.

## **General**

All the terms as mentioned above including your appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made there under and Corporate Governance requirements under the Listing Regulations, as amended from time to time.

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.

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Kindly acknowledge the same.

**Thanking you,**

**Yours faithfully,  
For, Aagam Capital Limited**

**Director /Authorised Signatory**

**Accepted**

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