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Sub:-Appointment Letter

Dear Sir,

This is with reference to the declaration submitted by, you to the board of Directors regarding your independence as Director of SRK industries Ltd.(SRK)("Company"). The Board of Directors have reviewed the same and pleased to inform you that the Board of Directors of the Company at its Meeting held on January 2015 has appointed you as independent Director for a period of five(5) years. This appointment is as per provisions of the Section 149 of the Companies Act, 2013("Act").

**Appointment**

1. As an Independent Director you will not be liable to by rotation.
  
2. Re-appointment at the end of the Term shall be based on the recommendation of the Nomination & Remuneration Committee and further subject to approval of Board and shareholders. You appointment would be considered by the Board based on the outcome of the performance evaluation process and you continue to meet the independent criteria.
  
3. In case of Resignation, the Company may in accordance with the provisions of the Companies Act, 2013 and/or Memorandum of Association & Articles of Association of the Company relieve you. Upon such relieving or resignation for any reason, you will not be entitled to any damages for loss of office and no fees will be payable to you in respect of unexpired portion of the term of the appointment.
  
4. You will be Chairman/Member of the following Committees.  
Board Meeting  
Audit Committee  
Share Transfer Committee  
Other, Board Committee

Copy of the terms of reference of the Committees is provided as an Annexure. The Board may re-constitute the committees from time and any such change will be communicated to you.

5. You are considered to be an Independent Director and will be identified as such in Annual Report or any other communique. You should promptly inform the Chairman of the Board about change in circumstances of your independence.

## Duties & Responsibilities

We bring it to your kind attention, as an Independence Director of the Company; you need to observe a Code of Professional Conduct as prescribed under Schedule IV to the Act. As a Member of the Board along with all other Directors, you will be collectively responsible for meeting the objectives of the Board which may include;

- Requirements under the Companies Act, 2013(Act);
- Responsibilities of the Board as mentioned in the Corporate Governance requirements under Clause 49 of the Listing Agreement;
- Accountability under the Directors Responsibility Statement in the Annual Report;
- Maintaining the Code of Conduct of Business;
- Protecting and enhancing SRK Brand.

You shall be abide by the code for Independent Directors as narrates in Sch. IV to section 149(8) of the Act and duties of Directors as per Act and in Clause 49 of the Listing Agreement.

You will be responsible for providing guidance in the area of your expertise.

### **FEES**

You will not be paid Sitting Fees of Rs. .... /- per meeting. You will be reimbursed the actual expenses incurred by you for participating the various Board & other Meetings.

You must apply the highest standard of confidentiality and not disclose to any person or company any confidential information about the company or any group company which you know by virtue of your position of independent Director.

Your attention is drawn to the requirements regarding price sensitive information. You should seek prior clearance from the Chairman. A copy of Code of Conduct for prevention of Insider Trading is enclosed.

You agree to abide by the Code of Conduct adopted by the Board of the Company. A copy of which is enclosed.

Kindly sign duplicate copy of this letter in token of your acceptance of letter and terms & conditions of appointment and return.

Thanking You,

For **S R K Industries Limited**

**Managing Director**

**Place:**

**Dated:**

I conform and agree to the terms of my appointment as an Independent Director of **S R K Industries Limited** as mentioned above.

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Signature

Name:

Place: