

DRAFT LETTER OF APPOINTMENT/RE- APPOINTMENT FOR INDEPENDENT DIRECTOR

(Pursuant to the provisions of Sections 149 of the Companies Act, 2013 read with Schedule – IV and the Rules made thereof and applicable provisions of SEBI(LODR) Regulation, 2015 as amended from time to time)

Date:.....

To

Name of the Director:.....

Address:.....

Sub: Letter of Appointment/Re- Appointment for Independent Director

Dear Sir/Madam,

1. We are pleased to inform you that at the Meeting of Board/Shareholder of the Company held on, the Board/Shareholder has approved your appointment/re-appointment as a Director (Non-Executive-Independent) for the period starting fromto....., pursuant to and in compliance with Section 149 and other applicable provisions of the Companies Act 2013 and Schedule IV thereto (the Act) and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 upon a recommendation of Nomination & Remuneration Committee.

2. You shall ensure compliance of the prescribed Code for Independent Directors (Schedule IV of the Act) which, *inter alia*, contains guidelines for professional conduct, role and functions and duties etc. and other provisions of the Act, in addition to adhering to compliance of the Company's existing Code of Conduct for Members of the Board and Senior Management earlier adopted by the Company.

3. 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. You are currently nominated in Audit Committee, Nomination and Remuneration Committee, Stakeholder

SG MART LIMITED

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Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305
Tel: 011-44457164 | Email: compliance@sgmart.co.in
Website: www.sgmart.co.in | CIN: L46102DL1985PLC426661

Relationship Committee of the Board.

4. You are expected to provide your expertise and experience in the functioning of the Board and the committees of the Board you may be nominated and to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

5. You shall endeavour to, *inter alia*, attend all meetings of the Board of Directors and of the Board Committees of which you are a member and balance the conflicting interest of the stakeholders. The Independent Directors are required to hold at least one meeting in a year, without the attendance of non-independent directors and members of management. As per the above referred Code, all Independent Directors shall strive to be present at the said meeting.

6. You shall continue to maintain your independence and make requisite disclosure of interest or concern in any company etc., including shareholding and changes therein as prescribed under the Act.

7. The duties and liabilities that come with your appointment would be as per the applicable laws of the Company. The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Schedule IV thereto and the Rules thereunder) and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015. In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

8. The Company will take a Directors and Officers Liability Insurance Policy to indemnify you for *bonafide* actions taken in connection with discharge of your fiduciary duties and liabilities under the Act, as a Director of the Company.

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9. You shall not indulge in (i) any insider trading in the Company's shares (ii) have any direct or indirect interest that conflicts with the interest of the Company and (iii) achieve any undue gain or advantage from the Company either to yourself or to your relatives, partners or associates.

10. During the above period, the Company will make payment of Sitting Fees and reimbursement of expenses to you for attending the Meetings of the Board/Committee of Directors, of which you are / will become a Member.

11. All information pertaining to the business and affairs of the Company acquired during your tenure as Independent Director is confidential to SG Mart Limited and should not be disclosed to third party(ies) without prior consent from the Chairman of the Company unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall return to the Company, any documents and other materials containing information confidential to SG Mart Limited.

12. 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 the enclosed copy of this letter.

Yours Sincerely,

For SG Mart Limited

Authorised Signatory

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director

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of the Company and I hereby affirm my acceptance to the same.

Signature:

Name of Director:.....

Place: _____

Date: _____

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