

LETTER ISSUE TO INDEPENDENT DIRECTORS APPOINTED IN TERMS OF COMPANIES ACT, 2013

Date :

To,

Sir/Madam

We thank you for the declaration submitted to the Company, under Section 149(7) of the Companies Act, 2013 that you meet the criteria of independence as provided in Section 149(6) of Companies Act, 2013 and also for your consenting to hold office as Independent Director of the Company.

Pursuant to the declaration submitted by you, we are pleased to confirm that upon the recommendation of the Board and the Shareholders have approved your appointment as an Independent Director of Silverpoint Infratech Limited.

You have been appointed as an Independent Non-Executive Director on the Board of Directors of Silverpoint Infratech Limited with effect from ----- . This letter sets out terms and conditions of your appointment which are as follows :

1. Appointment

- 1.1 You are appointed as a Non-Executive Independent Director on the Board of Directors of Silverpoint Infratech Limited with effect from ----- till the conclusion of Annual General Meeting of the Company to be held in the year 2019.
- 1.2 The term Independent Director should be construed as defined under the Companies Act, 2013, listing regulations and any other law for the time being in force.
- 1.3 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of the Companies Act, 2013.

2. Committees

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. Time Commitment

- 3.1 As a Non-Executive Director you are expected 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. The Board meets atleast four to five times in a year. The Audit Committee also meets atleast four to five times in a year. You will be expected to attend Board, Board Committees to which you may be appointed and

Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Bangalore.

- 3.2 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.

4. Role and Duties

- 4.1 As a Member of the Board you along with the other Directors will collectively responsible for meeting the objectives of the Board. The duties and liabilities that come with your appointment would be as per applicable laws, which is currently the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- 4.2 You shall follow the ' Code for Independent Directors' as outlined in Schedule IV to Section 149 (8) of the 2013 Act, and duties of Directors as provided in the Companies Act, 2013 (including Section 166) and in Clause 49 of the Listing Agreement and you have been provided with copies of the same.

5. Remuneration

As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member as fixed by the Board from time to time. In addition to the sitting fees, profit related commission may also be payable to you as approved by the Board from time to time. In addition to the above you will be entitled to reimbursement of such fair and reasonable expenditure, inclusive of travelling, hotel and other incidental expenses as may have been incurred by you while performing your role as an Independent Director of the Company.

6. Code of Conduct

You are required to abide by the Code for Independent Directors as issued by the Company.

7. Performance Appraisal/ Evaluation Process

As a member of the Board, your performance as well as the performance of the entire Board and its Committees shall be evaluated annually.

8. Disclosure, other Directorships and business interest

- 8.1 During your term, you agree to promptly notify the Company of any change in your directorships, and provide such other disclosures and information as may be required under the applicable laws.
- 8.2 You also agree that upon becoming aware of any potential conflict of interest with your position as Independent Director of the Company, you shall promptly disclose the same to the Chairman and the Company Secretary.
- 8.3 During your term, you agree to promptly provide a declaration under Section 149 (7) of the 2013 Act, every year.

9. Termination

- 9.1 You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- 9.2 Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force. You will not be entitled to compensation if the shareholders do not re-elect you at any time.



10. Confidentiality

All information acquired during your appointment is confidential to Silverpoint Infratech Limited and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any regulatory body.

You should avoid making any statements or performing any transactions that might risk a breach of the Company's requirements without prior clearance from the Chairman.

11. Acceptance of Appointment

If you are willing to accept these terms of appointment relating to your appointment as a Non-Executive Independent Director of Silverpoint Infratech Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours Sincerely
For Silverpoint Infratech Limited

Sanjay Kumar Drolia
(Managing Director)
Din : 04499238

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed : _____

Dated : _____