

Letter of appointment of Independent Director

Date: 12th April, 2018

Mr. Jitendra Kantilal Shah,

Pursuant to the decision of the Board of Directors in its meeting held on 12.04.2018, we are pleased to confirm your appointment as Non-Executive Independent Director on the Board of Directors of **Shree Surgovind Tradelink Limited** for a term of five years with effect from 12.04.2018.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment:

Your term of appointment as Non-Executive Independent Director is for a term of five years on the Board of Directors of Shree Surgovind Tradelink Limited with effect from 12.04.2018. Your appointment is subject to approval of the Shareholders as per the provisions of the Companies Act, 2013.

As an Independent Director you will not be liable to retire by rotation.

The term Independent Director should be construed as defined under the Companies Act, 2013 and the Listing regulations

Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the Listing regulations.

Jitendra. K. Shah



GSTIN No.: 27AACCS1022K1ZL • CIN No.: L51901GJ1995PLC027958

Corporate Office : 2nd Floor, Sugar House, 93/95, Kazi Sayed Street, Mumbai - 400 003
Tel : 6192 5555 • Fax : 022 - 2340 3222 • Website : www.sstradelink.co.in

Regd. Office : Office No. 501, Neel Kamal Complex, Near Havmor Ice Cream Parlour, Navrangpura,
Ahmedabad, Gujarat - 380009

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 laws and regulations.

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.

3. Role and Duties

As a member of the board, your role, duties and responsibilities will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing regulations.

In terms of Section 166 of the Companies Act, 2013, you shall:

- I. act in accordance with the Company's Articles of Association.
- II. 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, its employees, the shareholders, the community and for the protection of environment.
- III. exercise your duties with due and reasonable care, skill and diligence.
- IV. not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- V. not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- VI. not assign your office as Director and any assignments so made shall be void.

You shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013, and duties of directors as provided in the said Act.

4. Remuneration, etc.

Fees/Commission:

You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board and/or approved by the Shareholders from time to time. Further, you will also be paid remuneration by way of commission as may be approved by the Board and the Shareholders from time to time.

Jitendra K. Shah



Reimbursement of Expenses:

In addition to the remuneration described, hereinabove, the Company will, for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

5. Code of Conduct & other compliances

During the tenure of your appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Code of Conduct and Ethics for Directors and Senior Executives and Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Agreement.

6. Conflict of Interest

It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment commencing, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman and the Secretary.

7. Confidentiality

All information acquired during your appointment is confidential to Shree Surgovind Tradelink 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 stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by Shree Surgovind Tradelink Limited.

Jitendra K. Shah



Please confirm your agreement to the terms of appointment relating to your appointment as a non-executive Independent Director of Shree Surgovind Tradelink Limited by signing and returning to us a copy of this letter.

Yours sincerely,

For and on behalf of **Shree Surgovind Tradelink Limited**

Mr. Virat Shah
Director
DIN - 00764118



Place: Mumbai
Date: 12.04.2018

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.

Jitendra K. Shah

Mr. Jitendra Kantilal Shah