



.....[.], 2014

[Name of the Director]

Dear Sir,

Sub: Your appointment as Independent Director of Dynamatic Technologies Limited

In further to the approval of Shareholders at their Annual General Meeting held on [.] , we are pleased to inform you that, you have been appointed as an Independent Director of Dynamatic Technologies Limited ('DTL' or the 'Company') on the following terms and conditions:

- 1. Term of appointment:** [.] years with effect from [.]
- 2. Expectation of the Board from the appointed director:** The expectations of the Board have been made part of the Policy for appointment, continuation and cessation of Directors
- 3. Board-level committee(s) in which the director is expected to serve and its tasks:**
You will continue to serve as the Chairman / member of following committees of the Board.

Sl. No.	Name of the Committee	Chairman/ Member
1.	[.]	
2.	[.]	

The charter of the above mentioned Committees which lays down tasks expected from the said Committees will be provided to you.

- 4. Fiduciary duties upon appointment along with accompanying liabilities:** The fiduciary duties upon appointment have been made part of the Policy for appointment, continuation and cessation of Directors. The liability of Independent Director is limited to such acts of omission or commission of the Independent Director which have occurred with his / her knowledge, attributable through Board's processes and with the consent, connivance of the Independent Director or where the Independent Director has not acted diligently.
- 5. Provision for Directors and Officers (D and O) insurance, if any:** The Company is in the process of getting quotes from various insurers to procure adequate cover for its Directors and Officers and DTL would shortly have a cover in place for Directors and Officers.



- 6. The Code of Business Ethics that the company expects its directors and employees to follow:** These have been made part of Code of Conduct for Board of Directors and Senior Management Personnel
- 7. The list of actions that a Director should not do while functioning as such in the company:** The list of actions that a Director should not do while functioning as Director of the Company is enumerated under the enclosed Policy for appointment, continuation and cessation of Directors.
- 8. The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any:** As an Independent Director you would be entitled to sitting fees as may be decided by the Board from time to time per Board or Committee meeting attended either as a Member / Chairman. The Directors are eligible to claim reimbursement of expenses incurred by them for attending the Board / Committee or any other meetings of the Company. Apart from this, you would not be entitled to any remuneration, fees or profit related commission.

This letter is being issued to you in necessary compliance of the requirements under Schedule IV of the Companies Act, 2013 and a copy of this letter would be posted on the website of the Company and would also be available for inspection for Shareholders during normal business hours.

We look forward to have a prolific association with you during your tenure as an Independent Director of DTL.

We kindly request you to confirm your acceptance of the terms stated here above, by signing and returning the duplicate copy of this letter.

Thank you.

Yours truly,
for **DYNAMATIC TECHNOLOGIES LIMITED**

Udayant Malhoutra
CEO and Managing Director