

14th August, 2017

Mr. Sandeep
R/o H No 12, Udaka (181),
Mewat-122103

Dear Sir,

On 14th August, 2017, the Board Members of SRS Limited has approved your appointment as Non-Executive Director of Company. I am writing to set out the terms of your appointment.

Appointment

The appointment is commencing on 14.08.2017, contingent on your re-election at forthcoming annual general meeting and on the appointment not otherwise terminating in accordance with the Company's constitution or by law.

Time commitment

Overall we anticipate a time commitment after the induction phase. This will include attendance at board meetings, the AGM, etc. In addition, you will be expected to devote appropriate preparation time ahead of each meeting. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

Role of the Board

The Board's role is to effectively represent and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. As Non-Executive Director of the Company, your role is to direct and supervise the management of, the business and affairs of the Company including, in particular:

- ensuring that the Company's goals are clearly established, and that strategies are in place for achieving them;
- establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- monitoring the performance of management;
- deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- ensuring that the Company's financial statements are true and fair and otherwise conform with law;

SRS LIMITED

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- ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
- ensuring that the Company has appropriate risk management/regulatory compliance policies in place.

All directors are expected to take decisions objectively in the interests of the Company. The Board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. Please inform your interests as a shareholder, director, officer or trustee of other Companies or entities to be entered in the Register maintained by the Company for the purpose. Please ensure that the Company is kept informed of any changes to your interests so that the records can be maintained up to date.

Any director, while holding office, is at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a Director of the Company. All other appointments must first be discussed with the Board before being accepted.

Access to Independent Professional Advice

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as Directors. If, in case, you consider such advice is necessary, you should first discuss it with the other Board Members.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Board Members.

We look forward to your association with us.

Yours sincerely
For **SRS Limited**


(Sunil Jindal)
Whole-Time Director



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