

March 30, 2015

Ms. Roopal Sharma
A – 72, Pkt. A – 8,
Kalkaji Extn.,
New Delhi – 110 019.

Dear Madam,

Sub.: Your appointment as an Independent Director on the Board of the Company

We are pleased to inform you that the Board of Directors at their meeting held on March 30, 2015 have approved your appointment as an Additional Director (Non-Executive Independent) on the Board of the Company, subject to the approval of members in the ensuing Annual General Meeting. This letter sets out terms of your appointment as an Independent Director.

1. APPOINTMENT

You are hereby appointed as a Non-Executive Independent Director of the Company under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Independent Directors shall serve on the Board for not more than two terms of five years each on the Board of the Company as per the provisions of the Companies Act, 2013 and as per Clause 49 of the Listing Agreement for a term upto 5 (five) years only. Your appointment shall be for an initial term of 5 (five) years effective from March 30, 2015.

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

Re-appointment for another term of maximum period of five years at the end of the current term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders by way of Special Resolution. Your re-appointment would be considered by the Board based on the outcome of the performance evaluation process and you continuing to meet the independence criteria.

2. COMMITTEES

The Board of Directors 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 rules and regulations.

3. ROLE & DUTIES

- A. Your role and duties as an Independent Director would be as provided in the Companies Act, 2013 read with applicable rules, listing agreement and other applicable laws.

ETT LIMITED

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CIN : L22122DL1993PLC123728

(An ISO 9001:2008 Company)



- B. There are certain duties prescribed for all Directors which are fiduciary in nature. As member of the Board you along with the other Directors will be collectively responsible for such duties as under:
- i. You shall 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 interests of the Company, its employees, the shareholders, the community and for the protection of environment.
 - ii. You shall exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
 - iii. You shall not involve 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.
 - iv. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates.
 - v. You shall not assign your office as Director.
- C. As an Independent director you shall abide by the Code of Independent Director as enumerated under Schedule IV of the Companies Act, 2013.
- D. As an Independent Director you shall provide guidance in the area of your expertise. You are expected to devote sufficient time for performance of role and duties as an Independent Director.

4. CONFIDENTIALITY

You are expected to maintain the confidentiality of the proceedings of the Board and Committee meetings. You shall not disclose confidential information in your possession unless expressly approved by the Board or required under any law.

5. CODE OF CONDUCT

The Company has in place a Code of Conduct to be observed by Directors and Senior Employees.

The Code of Conduct is also placed at web site of the Company. As a Director, you are required to comply with Company's Code of Conduct.

6. CONFLICT OF INTEREST

A. You may have business or other interests other than those of the Company. In the event that such interest gives rise to situation of conflict of interest which require the judgment of the Board that you are Independent. You will promptly disclose to the Board any change in circumstances which may affect your status as an Independent Director.

B. You will neither serve on the Board nor take any assignment or employment with competing entities.

7. SITTING FEES

You will be entitled to a Sitting Fee of Rs. 2,500/- for every Board Meeting attended by you.

8. RESIGNATION AND REMOVAL

The resignation or removal of an Independent Director shall be in the same manner as it provided in sections 168 and 169 of the Companies Act, 2013 and Rules made there under.

9. SEPARATE MEETINGS

(i) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management.

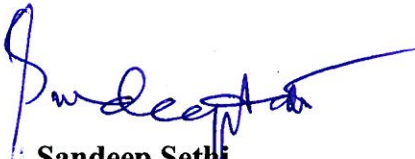
(ii) All the Independent Directors of the Company shall strive to be present at such meeting.

10. EVALUATION SCHEME

The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Yours truly,

for ETT Limited



Sandeep Sethi
Managing Director
DIN: 00053915

Agreed & Accepted



Roopal Sharma
DIN: 01091414