



SMIFS CAPITAL MARKETS LIMITED

Date (*)

Dear (*)

LETTER OF APPOINTMENT

On behalf of the Company, I am please to confirm your appointment as an Independent Director on the Board of the Company. Your appointment as an Independent Director will be for a period of (*) from the date of Annual General Meeting i.e. (*).

The detailed terms of your appointment as an Independent Director are set out in the Annexure to this letter.

We look forward to your continued valuable contribution as we have been receiving in the past

Thanking You

Yours faithfully
For **SMIFS Capital Markets Limited**

(Chairman)



ANNEXURE

The Term of Appointment:

The term of appointment of an Independent Director shall be in accordance with the approval of shareholders.

Board Expectation:

An Independent Director is expected to provide his valuable contributions at the Board Meetings in shaping key decisions, strategies, performance and risk evaluations, affecting SMIFS Capital Markets Limited.

Membership of Committees:

An Independent Director may be appointed on the Committee of the Board, as may be formed, from time to time and shall be guided by the terms of reference of such Committees.

Duties and Liabilities:

Duties of an Independent Director shall be in accordance with the Articles of Association of the Company and the provisions of the Companies Act, 2013.

Code of Conduct:

SMIFS Capital Markets Limited has in place, a Code of Conduct for Directors and Senior Management that lists the expectations of the SMIFS Capital Markets Limited Board from a Director, along with the fiduciary duties that accompany such an appointment. An annual declaration of having abided by this Code of Conduct is required from every Director.

The Company also has a framework of Values and a Code of Business Practices for internal governance. These serve as guiding principles for decision making within the Company.

In addition, every Independent Director needs to certify his independent status at the time of appointment and annually thereafter.

Business Interests:

The Company acknowledges that an Independent Director may have business interest other than those of the Company and hence have a duty to disclose any interest in a proposed/ existing transaction or arrangement with the Company. In the event of any potential conflict of interest, these should be disclosed to the Board as soon as they become apparent.

Attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently, an Independent Director should refrain from making any statements that might risk a breach of these requirements.

An Independent Director shall also abide by the SMIFS's Insider Trading Code, which is applicable to all Directors of the Company.



Remuneration:

The annual remuneration for each year will be governed by the Company's policy on profit related commission payable to its Non- Executive Directors, which policy has been approved by the Board of Directors and shall be within the overall limits approved by the shareholders of the Company.

In addition to the above, an Independent Director shall be paid sitting fees as may be decided by the Board, from time to time, for attending the Meetings of the Board and Committees, as may be applicable.

SMIFS Capital Markets Ltd will also pay/ reimburse all travel and hospitality expenses related to the assignment as a member of the Board.