

< Date >

To,

< Name of Independent Director >

Dear Sir,

**SUB: LETTER OF APPOINTMENT AS INDEPENDENT DIRECTOR**

This has reference to your confirmation that you meet the criteria of "Independence" as provided under the Section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement. We are pleased to inform you that and upon the recommendation of Nomination & Remuneration Committee and the Board of Directors ("the Board"), the shareholders of the Company, by passing necessary resolution at the < serial No. of the meeting > Annual General Meeting of the Company held on < Date > have approved your appointment as Independent Director of the Company under Section 149 of the Companies Act, 2013.

You may please note that your appointment as Independent Director of the Company shall be valid subject to compliance with the provisions of the Companies Act, 2013 namely,

1. You continue to meet the criteria to be qualified as Independent Director.
2. You do not become subject to any of the disqualifications which makes you liable to vacate the office of Directorship in the Company.

You may please take note of the various details relating to your appointment as Independent Director of the Company as per **Annexure I**.

We seek your valuable contribution and co-operation in pursuit of Company objective.

Thanking you,

**For R Systems International Limited**

**Satinder Singh Rekhi**  
**Managing Director**

## Annexure I

1. Term of appointment: The term of your appointment as Independent Director shall be commencing from < date of appointment > till the conclusion of < date of completion of tenure >. As an Independent Director you will not liable to retire by rotation.
2. Role: You are expected to provide your expertise and experience interalia in the field of management, corporate governance, in the functioning of the Board you may be nominated.

As an independent director you will comply with guidelines and role and functions as required under Schedule IV of the Companies Act, 2013.

You would serve as Member of all the Committees of the Board of Directors where you are already member and also to all such Committees where the Board may nominate you from time to time.

3. Duties : As a Directors of the Company, you will be subject to the following duties :
  - (a) You will act in accordance with the articles of the company.
  - (b) You will 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.
  - (c) You will exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
  - (d) You will 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.
  - (e) You will not achieve or attempt to achieve any undue gain or advantage either to yourself or any of your relatives, partners, or associates.
  - (f) You will not assign the office of director of the company except where specifically permitted under the Companies Act, 2013 or rules made thereunder.
  - (g) You will comply with duties as specified under Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act or under any other statutory enactments, as may be applicable.

4. You would also comply with the following internal policies of the Company as posted on the website of the Company under Corporate Governance section:
  - a. Code of Conduct
  - b. Code of Fair Disclosure and Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders
  - a. RSIL Whistle Blower Policy
  
5. Conflict of Interest: As an Independent Director, you shall not engage in any business relationship or activity which might conflict with the interest of the Company.  
In case of any potential conflict of interest, the Independent Director must at the earliest opportunity make full disclosure of all facts and circumstances and shall ensure that Company's interests are protected.
  
6. Evaluation Process: Pursuant to Provision of The Companies Act, 2013 and the Listing Agreement the Company has adopted criteria on Board Evaluation. The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your Performance Evaluation shall be done by the Board of Directors of the Company annually, without your participation. You will participate in reviewing the performance of other Independent Directors, the Board as whole and Committees of the Board.
  
7. Remuneration: You would be entitled to sitting fees for attending the meeting of Board of Directors or Committees thereof, as may be fixed by the Company from time to time. Further, you would also be entitled for reimbursement of expenses for participation in such meetings of Board and Committees on actual basis.