

JYOTI OVERSEAS LTD
LETTER OF APPOINTMENT

To

Sub. - Appointment as an Independent Director

Dear Sir,

We are pleased to welcome you to **JYOTI OVERSEAS LIMITED** as a Director.

The Board of Directors has appointed to you as an Additional Director of the Company w.e.f. ----- in their Board Meeting held on -----.

Your appointment will be made pursuant to the Companies Act, 2013 and is initially for the period expiring at the next Annual General Meeting, at which time shareholders will consider your re-election for a further period.

In your role as a Director you will be in possession of confidential information about the Company and its affairs. You may only use that information in the proper performance of your duties or as required by law.

Appointment

1. As an Independent Director you will not be liable to retire by rotation.
2. Reappointment at the end of the Term shall be based on the recommendation of Nomination and Remuneration Committee and further subject to approval of Board and Shareholders. Your appointment would be considered by the Board on the outcome of performance.
3. You will be Chairman/Member of the following Committees:
Board Meeting
Audit Committee
Nomination and Remuneration Committee
Other Board Committee
4. You are considered to be an Independent Director and will be identified as such in Annual Report or any other communique. You should promptly inform the Chairman of the Board about change in circumstances of your independence

Duties & Responsibilities

We bring it to your kind attention, as an Independence Director of the Company; you need to observe a Code of Professional Conduct. As a Member of the Board along with all other Directors, you will be collectively responsible for meeting the objectives of the Board which may include;

- Requirements under the Companies Act, 2013(Act);
- Responsibilities of the Board as mentioned in the Corporate Governance;

- Accountability under the Directors Responsibility Statement in the Annual Report; Maintaining the Code of Conduct of Business;

You will be responsible for providing guidance in the area of your expertise.
We look forward to your association with us.

Thanking You

For **JYOTI OVERSEAS LIMITED**

MANAGING DIRECTOR