

## Appointment Letter

To

All Independent Director  
First Financial Services Limited

**Sub: Your appointment as an Independent Director of the Company- First Financial Services Limited**

**Ref: Companies Act, 2013, Rules made there under and SEBI (Listing Obligation and Disclosure Requirements Regulations, 2015**

We are pleased to inform you that the Shareholders of the Company at the 31st Annual General Meeting held on September 30, 2016 have approved your appointment as an Independent Director of the Company, for a period of 5 consecutive years, pursuant to the provision stated under Companies Act, 2013 (Act) and Rules made thereunder.

As per the requirements of the Act, the above is being formalized through this letter of appointment

The terms of your appointment, as set out in this letter, are subject to the extent provision of the:

- (i) Applicable laws, including the Act and, SEBI (Listing Obligation and Disclosure Requirements Regulations, 2015 as amended from time to time and;
- (ii) The Article of Association of the Company

### Appointment

Your appointment as a Non-Executive Independent Director is made as per the provisions of the Companies Act, 2013 & prevalent Listing Agreement. Your appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Agreement.

In the event of any conflict between the Companies Act, Listing Agreement, any other Act in force at the relevant time including any amendments thereof, more restrictive of the Provisions will prevail.

### 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 laws

### Role and Responsibilities

Your role and duties will be as set out in the Companies Act, 2013 and the Listing Agreement in respect of a Non-Executive Independent Director. In addition, the Board may assign additional role and responsibilities within the Provisions of said enactments.

### Status of Appointment

This is not a full time appointment. Although an officer of the company under the Companies Act, 2013, you are not an employee of the Company and this letter does not constitute a Contract of Employment.

You will be paid sitting fees for the meetings of the Board and its Committees as may be decided from time to time.

#### **Code of Conduct**

You are required to comply with the Code of Conduct for Independent Directors as provided under Schedule IV to the Act, Company's Code of Conduct and Company's Code of Conduct for Prevention of Insider Trading.

#### **Confidentiality**

All information acquired during the tenure of appointment is confidential to Company and should not be released, either during the appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman of the Board of Directors unless required by law or by the rules of any stock exchange or regulatory body.

#### **Resignation/Termination**

Either party may terminate this Agreement by giving a Notice in writing.

#### **Governing Law**

This letter is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian Courts.

We thank you for your continued support and commitment to the Company.

Yours Sincerely,  
For First Financial Services Limited

**Sd/-**  
Director