[Date]

[Name and Address of the Director]

SUB: Your appointment as Independent Director of Dynamatic Technologies Limited

We are pleased to inform you that, you have been appointed as Independent Director of Dynamatic Technologies Limited ('DTL' or the 'Company') at its Board Meeting held on **[.]**, subject to approval of the shareholders at the ensuring Annual General Meeting/through a Postal Ballot on the following terms and conditions:

1. **Term of appointment**: **[.]** years with effect from **[.]**.

2. **Expectation of the Board from the appointed director**: The expectations of the Board are enumerated as under:

   You are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance.

   You are expected to attend meetings of Board and Board Committees in which you are / will be a member and member's meetings and to devote such time as appropriate to discharge their duties effectively.

   By accepting the appointment, you confirm that you shall be able to allocate sufficient time to meet the expectations from their role to the satisfaction of the Board.

3. **Board-level committee(s) in which the director is expected to serve and its tasks**: The Board of Directors of DTL (the Board) may with your concurrence, if deemed appropriate, 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 regulations.

4. **Fiduciary duties upon appointment along with accompanying liabilities**: Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. The liability of Independent Director is limited to such acts of omission or commission of the Independent Director which have occurred with his / her knowledge, attributable through Board's processes and with the consent, connivance of the Independent Director or where the Independent Director has not acted diligently. There are certain duties prescribed for all Directors, which are fiduciary in nature which are enumerated as under:

I. You shall act in accordance with the Company's Articles of Association.

II. 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 interest of the Company.

III. You shall discharge your duties with due and reasonable care, skill, and diligence.

iv. You shall constructively challenge and help develop proposals on strategy.

V. You shall scrutinize the performance of management in meeting agreed goals and objectives.

5. **Provision for Directors and Officers (D and O) insurance, if any:** The Company has Directors' and Officers' liability insurance, and it is intended that the Company will maintain such cover for the full term of your appointment.

6. **The Code of Business Ethics that the company expects its directors and employees to follow**: As an Independent Director of the Company, you agree to comply with the Code of Conduct as outlined below:

   i. To act in the interest of the Company and ensure that any other business or personal association which you may have, does not involve in any conflict of interest with the operations of the Company,

   ii. To comply with all applicable laws and regulations of all the relevant regulatory and other authorities as may be applicable in your individual capacities.

   iii. To safeguard the confidentiality of all information received by you by virtue of your position.

   Unless specifically authorised by the Company, you shall not disclose company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchises, dealers, distributors, and importers.

   Your obligation of confidentiality shall survive termination or cessation of your directorship with the Company.

   You shall not participate in any business activity which might impede the application of your independent judgment in the best interest of the Company.

   Additionally, you are required to abide by the Code for Independent Directors as issued by the Company, which are appended as **Annexure A.**

7. **The list of actions that a director should not do while functioning as such in the company**: The list of actions that a director should not do while functioning as Director of the Company is enumerated as under:

i. You shall not involve yourself 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.

ii. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates.

iii. You shall not assign your office as Director and any assignments so made shall be void.

iv. Any other action or deeds which are detrimental to the Company.

8. The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any:

As an Independent Director you would be entitled to sitting fees of Indian Rupees 1,00,000 (One Lakh Only) per Board or Committee meeting attended either as a Member / Chairman. The Directors are eligible to claim reimbursement of expenses incurred by them for attending the Board / Committee or any other meetings of the Company. Apart from this, you would not be entitled to any remuneration, fees or profit related commission.

This letter is being issued to you in necessary compliance of the requirements under Schedule IV of the Companies Act, 2013 and a copy of this letter would be posted on the website of the Company and would also be available for inspection for Shareholders during normal business hours.

We look forward to having a prolific association with you during your tenure as an Independent Director of DTL.

Thank you.

Yours truly,
For **DYNAMATIC TECHNOLOGIES LIMITED**

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Udayant Malhoutra
CEO & Managing Director
DIN: 00053714

Annexure - A

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators, and companies in the institution of Independent Directors.

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;

2. act objectively and constructively while exercising his duties;

3. exercise his responsibilities in a *bona fide* manner in the interest of the company;

4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;

5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

6 not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

7. refrain from any action that would lead to loss of his independence;

8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

2. bring an objective view in the evaluation of the performance of board and management;

3. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

5. safeguard the interests of all stakeholders, particularly the minority shareholders;

6. balance the conflicting interest of the stakeholders;

7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;

5. strive to attend the general meetings of the company;

6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7. keep themselves well informed about the company and the external environment in which it operates;

8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

4. The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :

   (a) the term of appointment;

   (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

   (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;

   (d) provision for Directors and Officers (D and O) insurance, if any;

(e) the Code of Business Ethics that the company expects its directors and employees to follow;

(f) the list of actions that a director should not do while functioning as such in the company; and

(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.

6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.

2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.

3. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;

2. All the independent directors of the company shall strive to be present at such meeting;

3. The meeting shall:

(a) review the performance of non-independent directors and the Board as a whole;

(b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

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

2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.