

TERM & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

We have pleasure in confirming your appointment on the Board of M/s. (Simmonds Marshall Ltd). ("the Company") as an Independent Director.

1. Your appointment as an Independent Director is contingent upon fulfillment of your obligations and your successful election by shareholders of the Company under the provision of the Companies Act, 2013.

2. Your appointment is for the term of 5 [Five] years.

3. By accepting this appointment you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. You should seek the agreement of the Chair before you accept any additional commitments that may affect the time allocated to your role as an Independent Director of the Company. During your term in office, the Company may request you to be a member of [additional committees / any one or more committees, including but not limited to, the Audit Committee, the Nomination Committee and the Remuneration Committee] as may be established by the Company as it deems fit or as required by law. Upon your appointment to any one or more committees, you will be provided with the appropriate committee charter which sets out the functions of that committee.

4. You are also required to comply with the Company's Code of Business Ethics that the Company expects its Directors to follow.

5. You are entitled for sitting fees of Rs.3000/- per meeting (or as may be fixed by the Board.) You may also be reimbursed for out of pocket expenses incurred as a result of your directorship or any special duties.

6. You shall discharge your duties as an Independent Director in accordance with the Constitution of the Company and the Companies Act, 2013. You are expected to attend:

(a) the Annual General Meeting of the Company;

(b) the Annual Board day; and

(c) a site visit

7. You are required to disclose to the Company your interests and any matters which affect your independence. However, you are required to update this form and notify the Company anytime there is any change in these interests. In particular, you are required to notify the Company Secretary or any Director or any authorised person for any changes in the securities you hold in the Company no later than 3 business days after the change or, in the event you begin to have or cease to have a substantial holding, the business day after the change.

8. The office you hold as a Director becomes vacant in the following circumstances:

(a) The resignation or removal of an Independent Director shall be in the same manner as is provided in sections 168 and 169 of the Companies Act, 2013;

(b) Any other circumstances as specified in the Company's Constitution.