

SHIVKAMAL IMPEX LIMITED

CIN-L52110DL1985PLC019893

Regd. Office: P-7, Green Park Extension, New Delhi-110016

Tel: 011-26192964, e-mail: siv_kamal@yahoo.com

LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTORS

Mr. Girish Chand Jain

30, Gagan Vihar Extension
New Delhi-110051

Dear Sir,

I am writing to confirm our decision to appoint you on the Board of Directors of ShivKamal Impex Limited with effect from 26th September, 2014. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Appointment

You will be appointed as a Non-Executive Independent Director on the Board of Directors of ShivKamal Impex Limited with effect from 26th September 2014. Your appointment is subject to approval of the Board of Directors, election and appointment by the Shareholders as per under the provisions of the Companies Act, 2013. 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.

The term Independent Director should be construed as defined under the Companies Act, 2013 and the listing agreement.

The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of

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five years each on the Board of the Company. The Company is at liberty to disengage Non Executive Independent Director earlier subject to compliance of relevant provisions of Companies Act, 2013.

2. Committees

The Board of Directors (the Board) 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 regulations.

3. Time Commitment

As a Non-Executive Director 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. The Board meets at least four times in a year. The Audit Committee also meets at least four times in a year. You will be expected to attend Board, Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Delhi.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

4. Role and Duties

As a member of the board you will be responsible for meeting the objectives of the board which include:

- Requirement under the companies act 2013
- "Responsibilities of the Board " as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under Clause 49 of the Listing Agreement.

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You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the Companies Act 2013, and duties of directors as provided in the Companies Act 2013 and in clause 49 of the Listing Agreement.

You will also be responsible for providing guidance in the area of your expertise.

5. Remuneration

As an Independent Director you shall be paid sitting fee for attending the meeting of the board and committees of which you are a member as may be decided by the board and approved by the shareholders from time to time.

6. Termination

Your directorship on the board of the company shall terminate or cease in accordance with law.

If at any stage during the Term, there is a change that may affect your status as an Independent Director as envisaged in section 149(6) of the Companies Act 2013, or you fail to meet the criteria of 'independence' under the provisions of Clause 49 of the Listing Agreement, you agree to promptly submit your resignation to the company with effect from the date of such change.

7. Disclosure

You shall be required to submit certain information in the prescribed forms on a defined periodicity to the company. You are required to disclose to the company your interests and any matters which affect your independence.

During your tenure as independent director you are required to give a declaration, in every financial year that you meet the criteria of independence as per section 149(6) of the Companies Act, 2013, and Clause 49 of the Listing Agreement. Format of disclosure is enclosed in ANNEXURE-I.

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8. Acceptance of Appointment

We are confident that the Board and the company benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our company. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

Yours Sincerely,

For ShivKamal Impex Limited



Name: Anu Jain

Designation : Director

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AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.



Name: GIRISH CHAND JAIN

Place: NEW DELHI

Date: