

Letter of Appointment

30th May, 2014

To,

Mr. Yogesh Sharma
Bisli Po-Titpuri, Teh-Kathumar,
Alwar, 321605, Rajasthan, India

Sub:-Appointment as an Independent Director

We are very pleased to inform you that the Board of Directors ('the Board') of Aseem Global Limited ('the Company') in their meeting held on 30th May 2014 has confirmed your appointment as an independent director in accordance with Companies Act 2013 effective from 31st May, 2014 and fixed your tenure and terms and conditions. This letter sets out the fresh terms and tenure of your appointment.

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board for a term of 5 years i.e. till 30th May, 2019. Your appointment is subject to the approval of shareholders at the ensuing annual general meeting of the Company.

Functions, Responsibilities and Duties


The board's role is to effectively represent and promote the interests of company with a view to adding long-term value to the Company's shares. All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company.

Having regards of this, you shall be abiding by Company's code of conduct & Code of conduct for Independent Directors which is in conformity with schedule IV of the Companies Act 2013 and also other responsibilities and function as per Companies Act 2013.

Committee Involvement

Currently, the Board has four committees: Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Finance/Management Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The chairperson of the Board, in consultation with the company secretary and the

For Aseem Global Ltd.


Director/Auth Signatory

committee chairperson, determines the frequency and duration of the committee meetings. Normally, Audit committees meet four times a year and other Committee meets at least once in year. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

You have been nominated to serve on the following committees:

Audit Committee

The Audit Committee has the power and authority to monitor and provide effective supervision of the financial reporting processes, personnel associated with such processes including external and internal auditors and officers of the Company, and the financial controls and systems to ensure integrity of the financial condition of the Company and accurate and timely disclosures.

Nomination & Remuneration Committee

To identify persons who are qualified to become Directors and senior management & recommend to the Board their appointment and removal and carry out evaluation of every director's performance and to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management .

Stakeholders Relationship Committee

This committee has a mandate to review and redress shareholder grievances.

In the future, Board may ask you to serve more board committees.


Remuneration/Sitting Fees

You are entitled to receive sitting fees for each Board Meeting/ Committee as per Company policy.

The Company will reimburse you for all direct and indirect expenses such as toll calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

Board and Individual Director Evaluation Processes

The performances of the board as a whole, its committees and individual directors are evaluated annually. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the board as soon as appropriate.

For Aseem Global Ltd.

Director/Auth Signatory

Timing and Location of Board Meetings

The Board & Committee normally meets on the occasion required and for this Company will inform you at least seven working days in advance and in case of urgency you will be informed by email or phone. Meetings usually take place at the Company's registered office. The duration of each meeting depend on the Agenda.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. Please inform the Company Secretary as soon as possible after getting your interests as a shareholder, director, officer or trustee of other companies or entities. So that Company Secretary keeps updated record relating to Director's Interest.

Any director is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company. All other appointments must first be discussed with the Chairman before being accepted.

Induction and Development Processes:

As soon as practicable the Company will provide a comprehensive induction programme aimed at broadening your understanding of the Company, its business, and the environment and markets in which it operates. As part of the programme you will meet key management and receive a folder of essential board and company information.

All directors are expected to remain current on how to best discharge their responsibilities as directors of the Company including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

Access to Independent Professional Advice

All directors are entitled to obtain independent professional advice relating to the affairs of the Company or to their responsibilities as directors. If, in your own case, you consider such advice is necessary, you should first discuss it with the Chairman. Subject to the prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but you should ensure, so far as is practicable, that it is reasonable.

For Aseem Global Ltd.

Director/Auth. Signatory

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law or with prior permission from the Chairman.

We look forward to your association with us.

Yours Faithfully

For Aseem Global Limited

For Aseem Global Ltd.

Director/ Auth. Signatory

Mudit Rastogi

(Whole Time Director)

DIN: 00185314

**Address: Plot no. 421, Sector - 12,
GF, Vasundhara, Ghaziabad, 201012,
Uttar Pradesh, INDIA**

Letter of Appointment

30th May, 2014

To,

Mrs. Motia Sharma
5546, Basti Harphool Singh,
Sadar Bazar, Delhi, 110006

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Yours Faithfully

For ~~Assecim Global Limited~~
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Director/Authorized Signatory

Mudit Rastogi
(Whole Time Director)
DIN: 00185314

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