

Date: _____

To

Dear Sir,

Sub: Appointment as Additional Director (Sub-category: Independent Director)

We thank you for your confirmation to **JICS Logistic Limited** that you meet the “**Independence**” criteria as envisaged in **Section 149(6) of The Companies Act, 2013** and also for your consenting to hold office as a director of the company.

Pursuant to your confirmation, we are pleased to confirm that, the board has approved your appointment as an Independent Director on the Board of the company.

This letter sets out the terms of your appointment as an Independent Director. Your relationship with the company will be that of an office holder and not one of contract for employment in the company.

The terms of your appointment, as set out in this letter, are subject to the extent provisions of the applicable laws including The Companies Act, 2013 and Article of Association of the company.

1. Appointment:

Your appointment will be for an initial term up to _____ years and shall take effect from _____, unless terminated earlier or extended, as per the provisions of this letter or applicable laws.

As an independent director you will not be liable to retire by rotation.

Reappointment at the end of the term will be based on the recommendation of the nomination committee and subject to the approval of the Board and the shareholders.

As per Board’s current assessment, you will be a member/chairman of the following committees:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee

The Board may reconstitute the composition of any/all committees, from time to time, and any such change shall be promptly communicated to you. In such cases you may also be required to serve on other committees of the board.

2. Role, duties and responsibilities:

- A. As member of the board you along with other directors will be collectively responsible for meeting the objectives of the board which include:
- Requirements under the Companies Act, 2013
 - Accountability under the Director's Responsibility Statement
 - Overseeing the maintenance of high standards of values and ethical conduct of the business
 - Overseeing the company's contribution to enhancing the quality of life of communities
- B. You shall abide by the "Code for Independent Director" as outlined in Schedule IV to Section 149(8) of the 2013 Act and duties of directors as provided in the 2013 Act.
- C. You will also be responsible for providing guidance in the area of your expertise.

3. Remuneration:

As an Independent director you shall be paid sitting fees for attending the meetings of the Board. The sitting fees shall be decided in consultation with the directors of the company.

4. Disclosures, other Directorship and Business Interest:

During the term, you agree to promptly notify the company of any change in your directorship in other companies and provide such other disclosures and information as may be required under the applicable laws. You also agree that upon becoming aware of any potential conflicts of interest with your position as Independent Director of the company, you shall promptly disclose the same to the Chairman and the Company Secretary. Please confirm that as on the date of this letter, you have no such conflict of interest with your existing directorship.

During your term, you agree to promptly provide a Declaration under Section 149(7) of the Companies Act, 2013 upon any change in the circumstances which may affect your status as an Independent Director.

5. Changes of personal details:

During the term, you shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the company.

6. Termination:

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

You may resign from the directorship of the company by giving a notice in writing to the company stating the reasons for resignation.

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 2013 Act, you fail to meet the criteria for "Independence", you agree to promptly submit your resignation to the company with effect from the date of such change.

7. Acceptance of appointment:

We are confident that the board and the company will benefit immensely from your rich experience and we are eager to have you as an integral part of the growth of our company. Please confirm your acceptance by signing and returning the enclosed copy of this letter.

Yours Sincerely
For JICS Logistic Limited

(_____)

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:

Place:

Date: