

AAA TECHNOLOGIES LIMITED

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CIN: L72100MH2000PLC128949

TERMS AND CONDITIONS

FOR

APPOINTMENT OF

INDEPENDENT DIRECTORS

Terms and Conditions of Appointment of Independent Directors

Date: August 07, 2020

To,

Mr. Rajendra Verma

1403, Shiv Asthan Heights,

16th Road, Bandra West,

Mumbai - 400050

Dear, Rajendra Verma

Reg.: Your appointment as an Independent Director of AAA Technologies Limited

We are pleased to advise you that at the Annual General Meeting held on August 07, 2020 the Shareholders have approved your appointment as an Independent Director of the Company to hold office for a period of 5 consecutive years w.e.f. August 07, 2020_. The brief outline of the appointment is as below:

1. During your tenure as an Independent Director, you will have to submit a declaration at beginning of every Financial Year under Section 149(7) of the Companies Act, 2013 ('Act') stating that you meet the criteria for Independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a Chairman or Committee member will not exceed the limit stipulated under the Act and Listing Agreement.
3. As advised by Board, during the tenure of office, you may be required to serve on one or more Committees of the Board established by the Company as per its terms of reference.

You have been appointed on the following Committees of the Board:

- Audit Committee as the Chairman
- Stakeholders Relationship Committee as the Chairman
- Nomination & Remuneration Committee as the Member.

4. You will comply with the Code of Ethics & Business principles applicable to Non-Executive Directors.
5. You will comply with the guidelines of professional conduct, role, functions and duties, as an Independent Director provided in Schedule IV of the Companies Act, 2013.
6. You will be paid such remuneration by way of sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees and Commission that may be determined by the Board and Shareholders from time to time.
7. You will not hold office as a Director or any other office in competing firm/entity.

8. You are expected not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflicts, with the interest of the Company.
9. Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to performance evaluation carried out by the Board.

You are requested to sign the duplicate copy of this letter as a token of your acceptance.

Yours truly,

Sd/-

Managing Director