
Terms of appointment of Independent Director of SQS India BFSI Limited (the Company)



On behalf of the Company, we hereby confirm your appointment as Non-Executive Independent Director of the Company (“the Appointment”) with effect from July 24, 2014 for a term of 5 years up to 31st March 2019. The terms of appointment, which shall in any event be subject to the provisions of the Companies Act, 2013 and Articles of Association of the Company, are set out below.

Appointment

1. The Appointment is for a term of 5 years up to 31st March 2019 (“The Termination Date”). Your re-appointment shall be subject to a report of performance evaluation by the Board of Directors of the Company. Unless the appointment is renewed on or prior to the Termination Date, you undertake to resign as a Director of the Company immediately after the Termination Date. The appointment shall be subject to the provisions of the Companies Act, 2013, Articles of Association of the Company and the approval of the Shareholders of the Company.
2. Notwithstanding the other provisions of this letter, the Appointment may be terminated at any time by the Company in accordance with the Companies Act 2013 or that you resign by written notice. It is desirable that you give the Board of Directors reasonable forewarning of your intention to resign or to not seek re-election where that is possible so that the Company can plan for succession of skills and experience on the board. Upon such termination or resignation for any reason, you shall not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the Appointment.
3. You shall continue to be a member of Audit Committee and Nomination and Remuneration Committee (for which you have been provided with copies of the terms of reference for each of those Committees) and be Member of such other Committees as may be nominated by the Board of Directors from time to time.
4. You are considered to be an Independent Non-Executive Director and will be identified as such in the annual report and other documentation. If circumstances change, and you believe that your independence may be in doubt, you should discuss this with the Chairman as soon as possible.

Time Commitment

5. The Company anticipates a commitment of sufficient time and attention as necessary in order to perform your duties under the Appointment. This will include attendance at regular and emergency Board meetings, any annual strategy meeting and the Annual General Meeting (held normally in July each year at a venue in Chennai). You may also be required to attend regular meetings of any Board committee of which you are a member. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.
6. By accepting the Appointment, you confirm that you are able to allocate sufficient time to perform your role.

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Role

7. You are expected to comply with the guidelines of professional conduct as provided in Schedule IV to the Companies Act, 2013 and also satisfy the Roles and functions and duties as mentioned therein. The same is attached as **Annexure I** to this letter.
8. As a Non-Executive Independent Director you have the same general legal responsibilities to the Company as any other Director.
9. The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The Board:
 - Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - Sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives, and reviews management performance; and
 - Sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met.
10. In addition to these requirements of all Directors, the role of the Non-Executive Independent Directors has the following key elements:
 - Strategy : Non-Executive Independent Directors should constructively challenge and contribute to the development of strategy
 - Performance: Non-Executive Independent Directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
 - Risk: Non-Executive Independent Directors should satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible; and
 - People: Non-Executive Independent Directors are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary removing, senior management and in succession planning.

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Fees

11. You shall be paid such fees, including Sitting Fees and remuneration and profit related commission as the Board may approve from time to time and subject to such statutory limits, prescribed or as may be prescribed from time to time.
12. You will have no entitlement to any bonus during the Appointment and no new entitlement to participate in any ESOP scheme or pension scheme operated by the Company.

Expenses

13. In addition to the fee described in 10 above, the Company will reimburse you expenses towards participating and attending Board and Committee Meetings.

Other directorships and business interests

14. The Company acknowledges that you may have business interests other than those of the Company and that you have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the Chairman and Company Secretary as soon as they become apparent.
15. During the tenure of your Appointment you are expected to keep the Chairman informed prior to accepting any other (or further) directorships of any companies or any major external appointments.

Code of Conduct

16. During the Appointment you will comply with the Code of Conduct of the Company and also statutory compliances including relevant regulations as may be issued by the Stock Exchanges and SEBI including compliance of SEBI (Substantial Acquisition and Takeover Regulation) and SEBI (Prohibition of Insider Trading Policy).

Confidentiality

17. You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.
18. Your attention is drawn to the requirements under SEBI (Prohibition of Insider Trading Policy) as to the disclosure of price-sensitive information. Consequently you should avoid making any

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statements that might risk a breach of these requirements without prior clearance from the Chairman.

19. On termination of the Appointment you will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as a Non-Executive Independent Director of the Company.

Performance Review Process

20. The performance of individual Directors and the whole Board and its Committees will be evaluated at such period as may be determined by the Board of Directors. If, in the interim, there are any matters arising in connection with your role as a Non-Executive Independent Director which cause you concern you should discuss them with the Chairman or the Board of Directors as appropriate.

Insurance

21. The Company has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of the Appointment. You will be provided with details of this insurance.

Publication of the letter of appointment

22. In line with the requirements of the Companies Act, 2013, the terms and conditions of the appointment shall be displayed in the Company's Website and shall also be made available for inspection of the Members in the Annual General Meeting of the Company.

This letter is governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts of Chennai.

This letter constitutes neither a contract for services nor a service contract.

Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.



Annexure I

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.



III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.