

## LETTER OF APPOINTMENT

30<sup>th</sup> September, 2015

To,

Mr. Dharmesh Belani  
E-301, Apeksha CHS, Sai Nagar,  
Opp. Abhilasha CHS, Sai Nagar,  
Bassein Road, Vasai (W),  
Thane - 401202.

### Sub: Appointment as an Independent Director

On behalf of the Company, I wish to inform you about your appointment as an Independent Director by the Board of Directors of the company. The terms of the appointment, are set out below:

#### **Appointment:**

Your appointment as a Non Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013. In compliance with the provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retire by rotation

#### **Duration of Appointment:**

The appointment is for an initial term of five years commencing from 29<sup>th</sup> September, 2015.

#### **Remuneration:**

The board determines the level of remuneration paid to its members within any limitations imposed by shareholders. The Company will reimburse you for all direct and indirect expenses such as phone calls, accommodation and travelling expenses, reasonably and properly incurred and documented.

#### **Role of the Board:**

The board's role is to effectively represent, and promote the interests of shareholders with a view to adding long-term value to the Company's shares. Having regard to its role, the board directs, and supervises the management of the business and affairs of the Company including, in particular:

- Ensuring that the Company's goals are clearly established, and that strategies are in place for achieving them;
- Establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- Monitoring the performance of management;

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- Deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- Ensuring that the Company's financial statements are true and fair and otherwise conform with law;
- Ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
- Ensuring that the Company has appropriate risk management/regulatory compliance policies in place.

### Other Rules & Regulations:

You are expected to discharge the duties assigned to you from time to time with due diligence, integrity and responsibility to the entire satisfaction of the management and also maintain high standard of work expected of you by the company. Your appointment in the company is full time and you shall devote yourself exclusively to the business of the company.

You are required to deal with the Company's money, materials and documents with utmost honesty. If at any time you are found dishonest in dealing with the Company's money, materials and documents, you shall render yourself liable for termination without any notice or payment in lieu thereof.

### Conflict of Interests:

It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of appointment. In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the board to revise its judgement that you are independent, this should be disclosed.

### 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.

We look forward to your association with us.

Yours sincerely,

For GEMSTONE INVESTMENTS LIMITED

  
Dhara Brahmbhatt  
Managing Director  
DIN: 06433270



GEMSTONE INVESTMENTS LIMITED

CIN: L65990MH1994PLC081749

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