

LETTER OF APPOINTMENT

To,

Mr. Rahul Sood

Address: V-37/17 DLF Phase-III,
Gurgaon 122002, Haryana

APPOINTMENT AS AN INDEPENDENT DIRECTOR OF THE COMPANY

We are pleased to inform you that the Board of Directors of the Company have appointed you as an Independent Director on the Board of M/s SSIPL Lifestyle Private Limited, a Company formed under Companies Act 1956, pursuant to the Section 149(5), 150, 152 and other applicable provisions, and the rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013.

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. All Directors, whether non-executive or executive, have the same general legal responsibilities. You as one of the member of the Board shall have the following fiduciary duties:

- 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;
- 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.

As the Director of the Company, you will need to perform certain duties in terms of Section 166 of Companies Act 2013, the same are set out hereunder:

- (1) Subject to the provisions of this Act, a Director of a Company shall act in accordance with the Articles of the Company.
- (2) A Director of a Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- (3) A Director of a Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A Director of a Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (5) A Director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- (6) A Director of a Company shall not assign his office and any assignment so made shall be void.
- (7) It is accepted and acknowledged that you may have business interests other than those of the Company. You will disclose your concern or interest u/s 184 of Companies Act 2013 in any Company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in the prescribed form in the first meeting of the Board that you attend. The Register of Directors Interest is tabled at each Director's meeting. Please ensure that the Company is kept informed of any changes to your interests so that the register can be maintained up to date. A Director is not entitled to vote on any such resolution in which he/she is interested.

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.

(8) The Board normally holds meetings as the occasion requires and at least four meetings in a year with at least one meeting in every quarter but within the 120 days from the last Board meeting. Meetings usually take place at the Company's registered office. In addition to routine Board meetings you should allow time for preparatory work and travel and ensure that you are in a position to make the necessary overall time commitment. In case you are unable to attend the Board meeting, you should inform the other Board members/ Chairman and seek Leave of Absence for the same. The office of a Director automatically be vacated in case you absent yourself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board.

All Directors are expected to observe the above duties of the Director and fulfil them.

Other Terms and Conditions:

Remuneration/ Reimbursements

As an independent Director of Company you shall not be entitled to remuneration. However, Company will reimburse you for all expenses incurred on behalf of the Company such as Phone calls, travelling expenses and others reasonably and properly incurred expenses on actual basis.

Director Evaluation Processes

The performances of the Board as whole and individual Directors are evaluated annually.

Communication:

Any notice to be given by the Company to you and vice versa shall be in writing and must either be delivered by hand or courier or sent by registered post or by facsimile. Notices can also be sent via e-mail. Notices to the Company must be addressed to its New Delhi head office. Notices should be written in English language. Notices to you shall be addressed to your last known home address. A notice shall be deemed to have been served (i) at the time of delivery if delivered by hand or courier, or (ii) 2 clear days after the time of posting if sent by registered post, or (iii) at the time of receipt of delivery report if sent by facsimile, or (iv) 1 hour if sent via e-mail unless a delivery failure report is generated thereof.

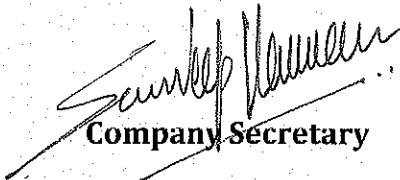
Confidentiality

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 and with prior clearance from the Chairman. You will be governed by the Service Rules as applicable on the employees of the Company. The Service Rules shall be read understood and accepted by you and shall form part of your appointment letter.

We look forward to your association with us.

Sincerely,

**For and on the behalf of
SSIPL Lifestyle Private Limited**


Company Secretary

ACCEPTED:

Sign:

Name: Mr. Rahul Sood
DIN: 00379895
Address: V-37/17 DLF Phase-III,
Gurgaon 122002, Haryana
Date: 26-04-2016