

Ref.:

26.09.2014

Mr. S.C. Gupta
A1/135, Inderpuri
New Delhi 110 012

Sub.: Appointment as Non-Executive Independent Director under Companies Act, 2013

Dear Sir,

We are pleased to inform you that the shareholders of the Company at the 16th Annual General Meeting held on September 26, 2014 have passed the resolution for your appointment as an Independent Director of the Company on the terms and conditions as set out below:

Appointment

Your appointment is up to the conclusion of the 18th Annual General Meeting of the Company or September 25, 2016 whichever is earlier.

Role on the Board

You are expected to provide your expertise and experience inter alia in the fields of strategic planning, management, sales, marketing and corporate governance including Board best practice, in the functioning of the Board and the committees of the Board you may be nominated. In addition to routine Board meetings you should allow time for committee meetings, preparatory work and travel and ensure that you are in a position to make the necessary overall time commitment.

You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

Duties and Liabilities

The duties and liabilities that come with your appointment would be as per the Companies Act, 2013 including Schedule IV to Companies Act, 2013 and Rules thereunder, Listing Agreement with the Stock Exchange, Company's policies and the Articles of Association of the Company.

Directors and Officers Insurance

The Company has in place the Directors and Officers (D&O) Liability Insurance Policy and it is intended to maintain such cover for the term of your appointment, subject to the terms of such policy in force from time to time.

Code of Conduct

As an Independent Director, you will abide by the Company's Code of Conduct for Board Members and Senior Managers ('Code of Conduct') and the Code of Conduct for Prevention of Insider Trading ('Insider Trading Code') as attached herewith.

You are requested to make timely disclosures under the Code of Conduct and the Insider Trading Code and ensure compliance with all the requirements under the same.

Further, you are also requested to refrain from doing such acts/ activities as may be prohibited under the aforesaid Code of Conduct and the Insider Trading Code.

Remuneration

You will be entitled to sitting fees for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

Yours sincerely,
For **ISMT Limited**

Sd/-
B R Taneja
Director

Encl:

- (a) Code of Conduct
- (b) Insider Trading Code

Ref.:

26.09.2014

Mr. K.K. Rai
Sobha Aster, Apt No 1053, SRS Nagar
5th Main Bilekahalli, Bannerghatta Road,
Bangalore 560076

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For **ISMT Limited**

Sd/-

B R Taneja
Director

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