

**30<sup>th</sup> January, 2015**

**To**

**Smt. Anjali Suresh Balasubramaniam**

20, Sea Glimpse,  
Worli Hill Road, Worli,  
Mumbai 400 018

Dear Madam,

**Sub: Appointment of Independent Director**

We are pleased to inform you that at the Meeting of Board of Directors the Company held on January 29, 2015, you have been appointed as an Independent Director of the Company in terms of Section 149, 161 and other applicable sections, if any, of the Companies Act, 2013 (the "Act"). In terms of Schedule IV of the Act, your appointment as an Independent Director is being formalised through this letter of appointment.

**1. Term of Appointment**

Your appointment is for a consecutive period up to 31<sup>st</sup> March 2019. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable laws i.e. Companies Act, 2013 and Listing Agreement as may be amended from time to time.

**2. Role and Duties**

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 read with Schedule IV of the Act and Listing Agreement as may be amended from time to time.

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.

### 3. **Remuneration (Fee)**

You will also be entitled to sitting fee for attending the meetings of the Board or Committees as may be decided by the Board of Directors.

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

### 4. **Evaluation Processes:**

As a member of the Board, your performance as well as the performance of entire Board and its Committees shall be evaluated annually.

### 5. **Code of Conduct and Business Ethics**

You will follow the Company's Ethics, Transparency and Compliance Policy (code of Conduct) and furnish the annual affirmation of the same.

You will apply the highest standard of confidentiality and not disclose to any person or company either during the course of the tenure as an Independent Director or following cessation, any confidential information concerning the Company with which you come into contact by virtue of your position as a director except as permitted by law or with prior clearance from the Chairman of company.

You are required to comply with the applicable insider trading laws and regulations and to follow the Insider Trading Code of the Company and are *prohibited* from dealing in the Company's shares during the period when the trading window is closed.

Thanking you,

Yours' faithfully,  
For LKP Finance Limited

Mahendra V. Doshi  
Executive Chairman

