Date:

To,

Mr./Ms. ____

Dear Sir/Madam,

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

We thank you for being an Independent Director on the Board of Vertex Securities Limited

We take this opportunity to thank, for your valuable guidance and contribution given to the Company and its management through your constructive approach during your tenure with the Company.

With your consent, the Board of Directors ("Board") had proposed your appointment as an Independent Director of the Company under the applicable provisions of the Companies Act, 2013 for a period of ___ years upto _____ for the approval of Shareholders at the __ Annual General Meeting (AGM) of the Company which was held on ____

We are pleased to inform you, that the Shareholders have approved your above said appointment.

The Companies Act, 2013 ("Act") has specifically defined the roles, duties, liabilities and the manner of appointment of an Independent Director on the Board and various Committees of the Board of the Company. The Act and the recent amendments by SEBI to the Listing Agreement require that a Company should issue an appointment letter to all its Independent Directors.

This letter is being issued to formalize your appointment and role as an Independent Director of the Company covering terms of your appointment, role, duties, responsibilities and liabilities as an Independent Director on the Board of the Company in terms of the Act and the amended Listing Agreement. Terms of your appointment is attached herewith.

We look forward to your continued support and guidance.

Yours sincerely,

TERMS OF APPOINTMENT OF INDEPENDENT DIRECTOR

This letter is issued to record your appointment as a Non-executive, Independent Director of Vertex Securities Limited, ("Company") as per the applicable provisions of the Companies Act, 2013 notified with effect from April 01, 2014 and as per the following terms:

Term of office

You have been appointed as an Independent director for ___years. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing Agreement.

Role, Duties and Liabilities

The role, Duties and Liabilities that come with your appointment would be as per the Act, applicable laws, Company's policies and Articles of Association.

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013, the Company's Code of Business Conduct and Ethics and/or any other applicable laws rules, regulations, the listing agreement made with the Stock Exchanges and in particular the Rules & Regulations of SEBI and all other provisions made applicable from time to time.

Board Committees

You may be appointed as Chairman or Member of the following committees of the Board, in terms of the applicable provisions of the Act:-

(i) Audit Committee –
(ii) Stakeholders Relationship Committee
(iii) Nomination and Remuneration Committee
(iv) Any other committees as may be formed by the Board of Directors from time to time.

Terms of reference of these committees has already been approved and adopted at the various board meetings.

Remuneration

Sitting fee for attending each meeting of Board as well as the Committees thereof of which you are a member, attended by you, shall be payable as decided by the Board from time to time subject to the applicable laws in this regard.

VERTEX SECURITIES LIMITED

The Company shall reimburse you all expenses properly and reasonably incurred by you for the purposes aforesaid and in performance of duties as per provisions of the applicable laws as per the Company rules and policies.

Independence

It is accepted and acknowledged that you may have business interest other than those of the Company. You are expected to provide periodic declaration to the effect, as required under the applicable Act and provisions. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman.

Dealing in the Shares of the Company

The Articles of Association of the Company and all relevant and applicable legislative and regulatory procedures provide for certain compliances for dealing in the shares of the Company. You are requested to contact the Company Secretary whenever you wish to deal in the Securities of the Company and provide the necessary compliances as per the provisions of various legislations.

We look forward to your continued support and guidance in our endeavor to constantly strive for better governance to ultimately work towards maximization of all stakeholders' interest and value.

Sincerely Yours