



Date: 6<sup>th</sup> August 2019

To,

Uma Ajay Relan,  
910A, THE ARALIAS,  
DLF Golf Links,  
DLF Golf Course,  
DLF – Phase-5,  
Pin-122009

Dear Ms. Uma Relan,

**Re: Your Appointment as the Independent Director of Brightstar Telecommunications India Limited**

We are pleased to inform you that the Board of Directors (the “Board”) of Brightstar Telecommunications India Limited (the “Company”) has approved your appointment as an Independent Director with effect from 6<sup>th</sup> August 2019. This appointment is subject to applicable provisions of the Companies Act, 2013 and approval of shareholders’ in ensuing Annual General Meeting.

This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

**1. Appointment**

1.1 You will be appointed as a Non-Executive Independent Director on the Board of Directors of the Company with effect from 6 August 2019. Your appointment is subject to the provisions of the Companies Act, 2013, as amended from time to time.

1.2 The term “Independent Director” should be construed as defined under the Companies Act, 2013.

1.3 The Company has adopted the provisions with respect to appointment and tenure of Independent Directors as are consistent with the Companies Act, 2013.

1.4 As an Independent Director you are not liable to retire by rotation

1.5 You will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.

**Brightstar Telecommunications India Limited**  
(Erstwhile Beetel Teletech Limited)

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## 2. Term

Your appointment, pursuant to the provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereto for the time being in force), Articles of Association of the Company and subject to the approval of shareholders' in next Annual General Meeting, be valid for a period of five (5) years with effect from 6 August 2019 (unless terminated earlier by either party, in terms of Companies Act, 2013 and Articles of Association of the Company).

## 3. Committees

As advised by the Board, during the tenure of office, you may be required to serve on one of or more committees of the Board established by the Company. Your appointment on such Committee(s) will be subject to the applicable regulations.

## 4. Time Commitment

As a Non-Executive Independent Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. You will be expected to attend Board and its Committees meetings to which you may be appointed as member and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

## 5. Code of Conduct and Duties and Responsibilities

5.1 You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013, as set out at **Annexure-1** hereto.

5.2 You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.

5.3 You are expected to:

- (i) take decisions objectively and solely in the interests of the Company;
- (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
- (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;

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- (iv) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
- (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

## **6. Performance Evaluation**

Your reappointment or extension of term and other conditions will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

## **7. Remuneration**

7.1 You would be entitled to receive a sitting fee of such amount as may be determined by the Board, from time to time, as a consideration for attending the meeting of the Board or such Committee meetings in which you will serve as a member. All Payments would be subject to withholding taxes and GST as applicable.

7.2 You will be entitled to reimbursement of expenses incurred by you in connection with attending meetings of the Board of Directors and any Committee thereof, and other expenses incurred in relation to the business of the Company towards hotel accommodation, travelling and other out - of pocket expenses, if any.

## **8. Training**

The Company may nominate you to the benefit of a training program to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates, its goals and expectations and long-term plans and objectives.

## **9. Conflict of Interest**

9.1 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 your appointment.

9.2 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 to the Chairman.

## **10. Confidential Information**

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10.1 You will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), (“**Confidential Information**”).

10.2 You shall use reasonable efforts to keep confidential and to not disclose to any third party, such Confidential Information.

10.3 If any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

Please confirm your acceptance by signing, dating, and returning a copy of this letter to the Company.

Yours faithfully,

For Brightstar Telecommunications India Limited

Sd/-

Name: Sanjeev Chhabra

Designation: Managing Director

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## **Annexure 1**

### **Guidelines of professional conduct, Role, Function and Duties as an Independent Director (As provided in Schedule IV of the Companies Act, 2013)**

#### **Guidelines for Professional conduct:**

1. To uphold ethical standards of integrity and probity;
2. To act objectively and constructively while exercising your duties;
3. To exercise their responsibilities in a bona fide manner in the interest of the Company;
4. To devote sufficient time and attention towards your professional obligations for informed and balanced decision making;
5. To not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. To not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. To refrain from any action that would lead to loss of their independence;
8. where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
9. To assist the Company in implementing the best corporate governance practices.

#### **Role and functions:**

1. Assist in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.

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4. Satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.
6. Balance the conflicting interest of the stakeholders.
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

**Duties:**

1. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
2. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
3. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
4. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
5. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
6. Strive to attend the general meetings of the Company.
7. Where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting.
8. Keep yourself well informed about the Company and the external environment in which it operates.
9. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.

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10. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company.
11. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
12. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
13. Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
14. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

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