



CAT TECHNOLOGIES LTD.

SOFTWARE DEVELOPMENT IT EDUCATION & TRAINING IT ENABLED SERVICES & CONSULTING
www.cattechnologies.com CIN : L72200TG1995PLC035317 e-mail . info@cattechnologies.com

30.09.2014

To
Mr. Syed Mohinuddin Ahmed
Flat No.G-7, Canna Block
Garden Towers, Masab Tank
Hyderabad – 500 028

Dear Sir,

Sub: Appointment as an Independent Director of the Company

With reference to the above cited subject, we are pleased to confirm that upon the recommendation of the Nomination & Remuneration Committee, and the members at their meeting held on 29th September, 2014 has approved your appointment as an Non-Executive Independent Director on the Board of the Company under the relevant provisions of the Companies Act, 2013. This letter sets out the main terms of your appointment as follows:

(o) Term of Appointment:

- The members at the Nineteenth Annual General Meeting of the Company held on 29.09.2014, have appointed you as an Independent Director on the Board of the Company from 29th September, 2014 to 28th September, 2019, under Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules notified thereunder, read with Schedule IV to the Act, as amended from time to time.
- Upon completion of the initial term of 5 years, your appointment as Independent Director can be renewed for another term if so recommended by the Nomination and Remuneration Committee and approved by the Board subject to relevant provisions of the Companies Act, 2013 and Rules notified thereunder. Any term of renewal shall be subject to approval of the shareholders in the General Meeting.
- Continuation of your appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a director / vacation of office / disqualification of director.

(p) Expectation of the Board:

- The Board expects your active participation by providing vision and expert direction which will enable the company to achieve excellent performance and growth.
- The Board may reconstitute the composition of any/all committees, from time to time, and any such change shall be promptly communicated to you. In such an event you may also be required to serve on other Committees of the Board.

For CAT TECHNOLOGIES LTD.


MANAGING DIRECTOR

- It is expected that taking into account all other commitments you will devote sufficient time to your duties as a non-executive independent director.

(q) Duties:

- You will be expected to perform your duties, whether statutory or fiduciary, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience.
- You are expected to abide by the provisions specified in Schedule IV under Section 149(8) along with the provisions of Section 166 of the Companies Act, 2013 and clause 49 of the Listing Agreement.
- You will disclose any direct or indirect interest which you may have in any matter being considered at a board meeting or committee meeting and you will not vote on any resolution of the Board, or of one of its committees, on any matter where you have any direct or indirect interest.
- Unless specifically authorised to do so by the Board, you will not enter into any legal or other commitment or contract on behalf of the Company

(r) Remuneration and expenses:

- Subject to the provisions of Sections 197 and 198 of the Companies Act, 2013 you will be entitled to sitting fees, reimbursement of expenses for participation in the Board, other committee meetings and meetings of Independent Directors and profit related commission as may be approved by the shareholders.
- Unless otherwise informed from our side, a sitting fee of Rs. 2000/- shall be payable to you for attending each meeting of the Board and meetings of Independent Directors.
- In case you are appointed to a Committee constituted by the Board, the sitting fee payable for attending the meeting of the Committee shall be communicated separately.
- The Company will reimburse all reasonable and properly-documented expenses you incur in performing duties of your office.
- All fees, if any, will be paid but subject to income tax and other statutory deductions. Fees will be subject to Annual / periodic review of the Board.

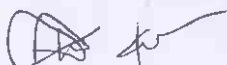
(s) Code of Business Ethics:

During the tenure of your appointment, you are required to comply with the code of conduct adopted by the Board of Directors and to comply with Schedule IV of the Companies Act, 2013 and applicable clauses of the Listing Agreement and other related issues from time to time.

Price sensitive information and dealing in the Company's shares:

You are required to adhere to the code of conduct of the company and SEBI insider trading regulations and such other restriction as may be imposed on independent directors.

For CAT TECHNOLOGIES LTD.


MANAGING DIRECTOR

(t) Independence and outside interests:

The Board of the Company has determined you to be independent, taking account of the conditions of Corporate Governance (i.e. Clause 49 of Listing Agreement) read with Section 149(6) of the Companies Act, 2013.

(u) Confidentiality:

You acknowledge that all information acquired during your appointment is confidential to the Company and should not be released, communicated, nor disclosed either during your appointment or following termination (by whatever means), to third parties without the prior clearance of the Chairman of the Board.

(v) Review process:

In line with the requirement of conditions of Corporate Governance and applicable provisions of the Companies Act, 2013 the performance of individual directors and the whole Board and its committees are evaluated annually.

(w) Training:

You shall be provided adequate training to develop and refresh your skills and knowledge in the areas relevant to the business of the company.

(x) Independent professional advice:

You may seek independent expert opinion on any subject/ transaction in which you find that expert advice will help you in taking the decision as a member of the board, on the expense of the Company.

(y) Changes to personal details:

You shall advise the Company Secretary promptly of any change in address or other personal contact details.

(z) Evaluation:

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re-appointment on the Board shall subject to the outcome of the yearly evaluation process.

(aa) Termination:

- You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- Continuation of your appointment is in accordance with provisions of Companies Act, 2013, Rules made there under and the Articles of Association of the Company, from time to time in force
- Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

For CAT TECHNOLOGIES LTD.


MANAGING DIRECTOR

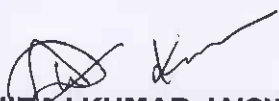
(bb) Governing Law:

This agreement is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian Courts. If you are willing to accept these terms of appointment relating to your appointment as a Non-executive Independent Director of Cat Technologies Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Thanking you,

Yours sincerely

For CAT TECHNOLOGIES LIMITED


DHIRAJ KUMAR JAISWAL
MANAGING DIRECTOR
DIN: 01119055





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30.09.2014

To

Mr. Omar Mohammad

12-2-44/1, Murad Nagar

Mehdipatnam, Hyderabad – 500 028

Dear Sir,

Sub: Appointment as an Independent Director of the Company

With reference to the above cited subject, we are pleased to confirm that upon the recommendation of the Nomination & Remuneration Committee, and the members at their meeting held on 29th September, 2014 has approved your appointment as an Non-Executive Independent Director on the Board of the Company under the relevant provisions of the Companies Act, 2013. This letter sets out the main terms of your appointment as follows:

(cc) Term of Appointment:

- The members at the Nineteenth Annual General Meeting of the Company held on 29.09.2014, have appointed you as an Independent Director on the Board of the Company from 29th September, 2014 to 28th September, 2019, under Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules notified thereunder, read with Schedule IV to the Act, as amended from time to time.
- Upon completion of the initial term of 5 years, your appointment as Independent Director can be renewed for another term if so recommended by the Nomination and Remuneration Committee and approved by the Board subject to relevant provisions of the Companies Act, 2013 and Rules notified thereunder. Any term of renewal shall be subject to approval of the shareholders in the General Meeting.
- Continuation of your appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a director / vacation of office / disqualification of director.

(dd) Expectation of the Board:

- The Board expects your active participation by providing vision and expert direction which will enable the company to achieve excellent performance and growth.
- The Board may reconstitute the composition of any/all committees, from time to time, and any such change shall be promptly communicated to you. In such an event you may also be required to serve on other Committees of the Board.
- It is expected that taking into account all other commitments you will devote sufficient time to your duties as a non-executive independent director.

For CAT TECHNOLOGIES LTD.

MANAGING DIRECTOR

(ee) Duties:

- You will be expected to perform your duties, whether statutory or fiduciary, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience.
- You are expected to abide by the provisions specified in Schedule IV under Section 149(8) along with the provisions of Section 166 of the Companies Act, 2013 and clause 49 of the Listing Agreement.
- You will disclose any direct or indirect interest which you may have in any matter being considered at a board meeting or committee meeting and you will not vote on any resolution of the Board, or of one of its committees, on any matter where you have any direct or indirect interest.
- Unless specifically authorised to do so by the Board, you will not enter into any legal or other commitment or contract on behalf of the Company

(ff) Remuneration and expenses:

- Subject to the provisions of Sections 197 and 198 of the Companies Act, 2013 you will be entitled to sitting fees, reimbursement of expenses for participation in the Board, other committee meetings and meetings of Independent Directors and profit related commission as may be approved by the shareholders.
- Unless otherwise informed from our side, a sitting fee of Rs. 2000/- shall be payable to you for attending each meeting of the Board and meetings of Independent Directors.
- In case you are appointed to a Committee constituted by the Board, the sitting fee payable for attending the meeting of the Committee shall be communicated separately.
- The Company will reimburse all reasonable and properly-documented expenses you incur in performing duties of your office.
- All fees, if any, will be paid but subject to income tax and other statutory deductions. Fees will be subject to Annual / periodic review of the Board.

(gg) Code of Business Ethics:

During the tenure of your appointment, you are required to comply with the code of conduct adopted by the Board of Directors and to comply with Schedule IV of the Companies Act, 2013 and applicable clauses of the Listing Agreement and other related issues from time to time.

Price sensitive information and dealing in the Company's shares:

You are required to adhere to the code of conduct of the company and SEBI insider trading regulations and such other restriction as may be imposed on independent directors.

(hh) Independence and outside interests:

For CAT TECHNOLOGIES LTD.


MANAGING DIRECTOR

The Board of the Company has determined you to be independent, taking account of the conditions of Corporate Governance (i.e. Clause 49 of Listing Agreement) read with Section 149(6) of the Companies Act, 2013.

(ii) Confidentiality:

You acknowledge that all information acquired during your appointment is confidential to the Company and should not be released, communicated, nor disclosed either during your appointment or following termination (by whatever means), to third parties without the prior clearance of the Chairman of the Board.

(jj) Review process:

In line with the requirement of conditions of Corporate Governance and applicable provisions of the Companies Act, 2013 the performance of individual directors and the whole Board and its committees are evaluated annually.

(kk) Training:

You shall be provided adequate training to develop and refresh your skills and knowledge in the areas relevant to the business of the company.

(ll) Independent professional advice:

You may seek independent expert opinion on any subject/ transaction in which you find that expert advice will help you in taking the decision as a member of the board, on the expense of the Company.

(mm) Changes to personal details:

You shall advise the Company Secretary promptly of any change in address or other personal contact details.

(nn) Evaluation:

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Your appointment and re appointment on the Board shall subject to the outcome of the yearly evaluation process.

(oo) Termination:

- You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
- Continuation of your appointment is in accordance with provisions of Companies Act, 2013, Rules made there under and the Articles of Association of the Company, from time to time in force
- Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

For CAT TECHNOLOGIES LTD.


MANAGING DIRECTOR

(pp) Governing Law:

This agreement is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian Courts. If you are willing to accept these terms of appointment relating to your appointment as a Non-executive Independent Director of Cat Technologies Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Thanking you,

Yours sincerely

For **CAT TECHNOLOGIES LIMITED**



DHIRAJ KUMAR JAISWAL

MANAGING DIRECTOR

DIN: 01119055





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30.09.2014

To

Mr. Deepak Singh
H.No. 6-2-976, Flat No. 505
Pavani Estate, Khairtabad
Hyderabad – 500 004

Dear Sir,

Sub: Appointment as an Independent Director of the Company

With reference to the above cited subject, we are pleased to confirm that upon the recommendation of the Nomination & Remuneration Committee, and the members at their meeting held on 29th September, 2014 has approved your appointment as an Non-Executive Independent Director on the Board of the Company under the relevant provisions of the Companies Act, 2013. This letter sets out the main terms of your appointment as follows:

(a) Term of Appointment:

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(b) Expectation of the Board:

- The Board expects your active participation by providing vision and expert direction which will enable the company to achieve excellent performance and growth.
- The Board may reconstitute the composition of any/all committees, from time to time, and any such change shall be promptly communicated to you. In such an event you may also be required to serve on other Committees of the Board.

For CAT TECHNOLOGIES LTD.

- It is expected that taking into account all other commitments you will devote sufficient time to your duties as a non-executive independent director.

(c) Duties:

- You will be expected to perform your duties, whether statutory or fiduciary, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience.
- You are expected to abide by the provisions specified in Schedule IV under Section 149(8) along with the provisions of Section 166 of the Companies Act, 2013 and clause 49 of the Listing Agreement.
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Price sensitive information and dealing in the Company's shares:

For CAT TECHNOLOGIES LTD.

MANAGING DIRECTOR

You are required to adhere to the code of conduct of the company and SEBI insider trading regulations and such other restriction as may be imposed on independent directors.

(f) Independence and outside interests:

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For CAT TECHNOLOGIES LTD.


MANAGING DIRECTOR

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Yours sincerely

For CAT TECHNOLOGIES LIMITED



DHIRAJ KUMAR JAISWAL
MANAGING DIRECTOR
DIN: 01119055

