

MILLITOONS ENTERTAINMENT LIMITED
[CIN: L74110TG1985PLC051404]
Plot No: 502, Ground Floor
Navodaya Colony, Sagar Society,
Road No: 2, Banjara Hills, Hyderabad-500034.
Telangana (India)
Website: www.millitoons.com
Email Id : info@millitoons.com



August 26, 2017
Hyderabad

To
Mr. Vivek Kalyan
C-254, Sarita Vihar,
South Delhi, Delhi – 110076.

Sub: Appointment as Independent Director

I am pleased to inform you that on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('the Board') of M/s. Millitoons Entertainment Limited ('the Company') has approved your appointment as an independent director in the Company ('Independent Director'). This letter sets out the terms of your appointment.

1. Appointment:

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director on the Board for a period of one year. Your appointment is subject to the approval of shareholders at the next general meeting of the Company.

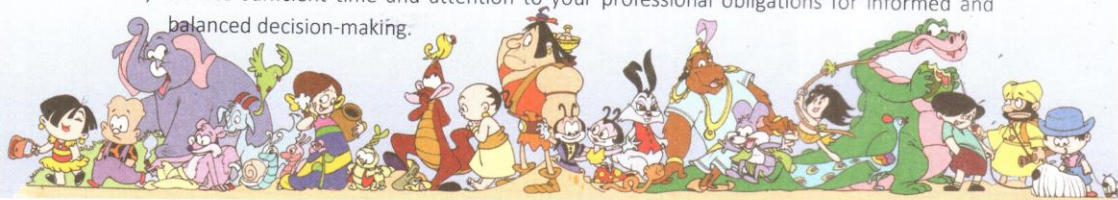
2. Board committees:

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.

3. Professional Conduct:

As an Independent Director, you are expected to:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising your duties;
- c) exercise your responsibilities in a bonafide manner in the interest of the Company;
- d) devote sufficient time and attention to your professional obligations for informed and balanced decision-making.



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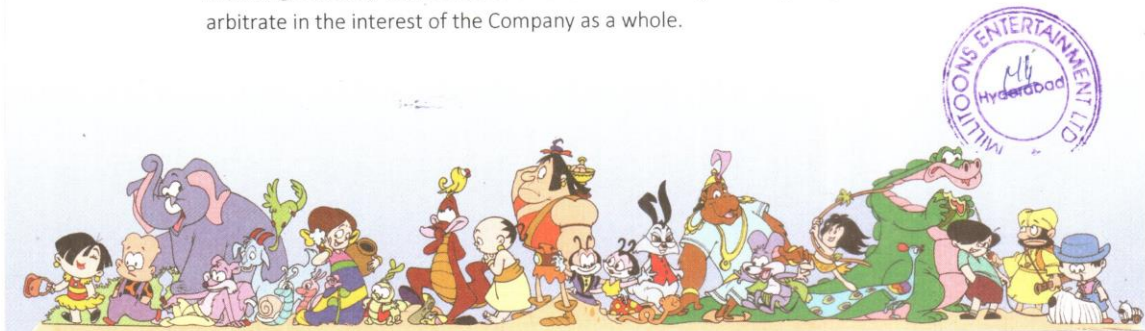
- e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making;
- f) not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that could lead to a loss of your independence;
- h) ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

4. Functions, Responsibilities and Duties of Independent Directors:

The role, functions & duties of Independent directors are specified in the Code of Conduct for Independent Directors.

In addition to the criteria mentioned in the Code of conduct for the induction of directors. The role of independent directors also includes tracking, reviewing and providing feedback on:

- a) **Strategy:** Independent directors to constructively contribute to the development of the Company strategy;
- b) **Performance:** Independent directors to oversee the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;
- c) **Risk:** Independent directors to evaluate and ensure that financial information is accurate and that financial controls and systems of risk management are robust and defensible;
- d) **Stakeholders:** Independent directors to balance the conflicting interest of the stakeholders, including minority shareholders. In the event of any conflict, they shall moderate and arbitrate in the interest of the Company as a whole.



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5. Fees

You will be paid Sitting Fees as decided by the Board. In addition to the above, non-executive/independent directors would be entitled to the reimbursement of Travel, Accommodation and Out-of-pocket expenses, like conveyance, food and incidentals that are incurred during the days of the Board and committee meetings.

6. Dealing in shares and Code of Conduct

You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct and Ethics enclosed with this letter of appointment.

It is a pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,

Yours Sincerely,

For Millitoons Entertainment Limited

Monica Gehlot

Monica Shrikant Gehlot
Company Secretary

