

Master Service Agreement (Sample)

This Master Service Agreement ("Agreement") is made effective as of March 15, 2025 by and between Gamma Solutions Ltd., 45 Industrial Road, London, UK ("Client"), and DeltaWorks Pvt. Ltd., 101 Innovation Drive, Bangalore, India ("Contractor").

1. **Services:** Contractor shall provide software development, maintenance, and support services as set forth in individual Task Orders.
2. **Term:** The Agreement shall commence on the Effective Date and remain in force for an initial term of one (1) year, thereafter automatically renewing for successive one (1) year terms unless either party provides written notice of non-renewal at least thirty (30) days prior to the end of the then-current term.
3. **Payment Terms:** Client shall pay Contractor monthly within thirty (30) days of receipt of invoice. All amounts are in GBP and exclusive of applicable taxes. Late payments attract interest at 1.5% per month.
4. **Limitation of Liability:** Except for liability arising from gross negligence, willful misconduct, or breach of confidentiality, each party's aggregate liability under this Agreement shall not exceed the total fees paid by Client to Contractor in the twelve (12) months preceding the claim.

5. Indemnity: Contractor shall indemnify Client against third-party claims arising from Contractor's negligent acts, provided that Contractor's indemnity shall be limited to direct damages only and shall not cover punitive or consequential damages.

6. Termination: Either party may terminate for convenience upon sixty (60) days' written notice. For material breach, the non-breaching party may terminate if the breach remains uncured thirty (30) days after written notice.

7. Confidentiality: Each party agrees to protect Confidential Information as set forth in the Confidentiality Exhibit attached hereto.

8. Governing Law: This Agreement shall be governed by the laws of England and Wales.

9. Signatures: Client: Gamma Solutions Ltd. By: _____ Name: Richard Adams
Title: Head of Procurement Date: _____

Contractor: DeltaWorks Pvt. Ltd. By: _____ Name: Priya Sharma Title: Managing
Director Date: _____