

Dated:

To
(Name of Director)
(Address)

Dear (name of Director),

Sub.: Appointment as Independent Director

We thank you for your confirmation to the Company that you meet the criteria prescribed under Section 149(6) of the Companies Act, 2013 and proposed clause 49 of the Listing Agreement (date of appointment) and your consent to hold the office of the Director in the Company.

I am pleased to inform you that the members of the Company at their (no.) Annual General Meeting (AGM) held on (date of meeting) have approved your appointment as an Independent Director of the Company, to hold office for 5 consecutive years, for a term upto (date) in terms of provisions of section 149 of Companies Act, 2013 and rules made there under.

This appointment letter sets out your terms of appointment as an Independent Director and your relationship with the Company will not be a contract for employment.

The terms of your appointment are subject to the extant provisions of the applicable laws, including the Companies Act, clause 49 of the Listing Agreement and Articles of Association of the Company.

1. Role, duties and responsibilities:

- A. As a member of the Board, you along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:
- Requirements under the Companies Act, 2013,
 - “Responsibilities of the Board” as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges under clause 49 of the Listing Agreement,
 - Accountability under the Directors’ Responsibility Statement,
- B. You shall abide by the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act and Code of Conduct for Directors and Sr. Management approved by the Board of Directors.

2. Time Commitment:

As an Independent Director, you shall devote time for the performance of your role and discharging duties and responsibilities as an Independent Director.

3. Remuneration:

You shall be paid sitting fees, as may be decided by the Board for attending the meeting of Board of Directors/Audit committee by you.

4. Performance appraisal evaluation process:

As a member of the Board, your performance will be evaluated in accordance with the criteria determined by the Nomination & Remuneration Committee.

5. Disclosures:

During your tenure, you shall promptly inform the change in your other Directorships as may be required under the Act. You will not have conflict of interest with your position as an Independent Director.

You shall promptly intimate to the Company Secretary and the Registrar of Companies in the prescribed manner, any change in your address and contact details provided to the Company.

6. Termination:

Your directorship on the Board shall be terminated in accordance with the Act. Your Directorship may also be terminated, if you violate the Code of Conduct.

You may resign from the office by giving a notice in writing to the Company along with reasons for the resignation. Your resignation shall come into effect on the day the notice is received by the Company or such other date mentioned in the notice, whichever is later.

During the tenure of your appointment, if you are not fulfilling the criteria for independence as prescribed under the Companies Act and clause 49 of the Listing Agreement, you will promptly inform the same to the Company: as a consequence you will be required to resign from the office of the Independent Director.

7. Miscellaneous:

- As per the provisions of Clause 49 of the Listing Agreement, this letter of appointment will be displayed on the website of the Company and the website of the relevant stock exchanges, where the shares of the Company are listed.
- This letter shall not be valid for any waiver or modification without the signature of the Company and yourself.

8. Acceptance of Appointment:

Looking to your qualifications, experience and expertise, the Company is confident that your contribution will be of immense value for the growth of the Company.

If, the terms of appointment contained in this letter are acceptable to you, please confirm your acceptance by signing and returning the duplicate copy of this letter.

Yours sincerely,

For Adi Finechem Limited,

Director.

Agree and Accept

I have read and understood the terms of my appointment as an Independent Director of the Company as contained in this letter and I hereby affirm my acceptance to the same.

Name of the Director:

Place:

Date:

Encl: as above