



Navin Fluorine International Limited

Regd. & Head Office: 2nd Floor, Sunteck Centre, 37/40, Subhash Road,
Vile Parle (East), Mumbai - 400 057 India. T: 91 22 6650 9999 F: 91 22 6650 9800
E: info@nfil.in W: www.nfil.in CIN NO : L24110MH1998PLC115499

The terms and conditions of the appointment of Independent Directors of the Company are as set forth below:

1. Tenure of Office

- 1.1. The appointment as independent directors as contemplated by Section 149 of the Companies Act, 2013 is for a period of five years commencing from June 25, 2014 and ending on June 24, 2019.
- 1.2. The appointment is not subject to retirement by rotation in pursuance of provisions of sub-section (13) of Section 149 of the Companies Act, 2013 (hereinafter referred to as "the Act")
- 1.3. The appointment will terminate automatically:
 - 1.3.1. if they are disqualified from acting as an independent director or they vacate their office as a director for any reason either under the Companies Act, 2013 or under Listing Agreement or any other relevant law; or
 - 1.3.2 if they submit resignation from their office by giving notice in writing as per Section 168 of the Companies Act, 2013 or
 - 1.3.3 an Ordinary Resolution is passed by the Company for their removal from the office of Director as provided in Section 169 of the Companies Act, 2013.

2. Compliance with Section 149(6) & Code of Conduct:

- 2.1 During the tenure of their office as an Independent Director, they are required to continue to comply with the provisions of Section 149(6) of the Act.
- 2.2 During the tenure of their office as an Independent Director, they shall comply with the Code of Conduct of the Company for Directors.
- 2.3 They shall comply with the guidelines of professional conduct as stipulated in Schedule IV to the Act.

3 Role and functions:

- 3.1 Their role and functions as an independent director of the Company shall be as prescribed in Schedule IV of the Companies Act, 2013.
- 3.2 They shall serve as Chairman or member of such Board level Committee or Committees to which they are appointed from time to time and the functions, tasks, duties and powers of such committees shall be such as may be decided by the Board of Directors from time to time.



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4. Duties

4.1 They shall perform their fiduciary duties as an independent director with integrity.

4.2 They are expected to perform their general fiduciary duties, and exercise the skill and care expected of every director.

4.3 They shall perform their duties as a director in compliance with the provisions of Section 166 of the Companies Act, 2013.

4.4 They shall also perform their duties as an Independent Director as prescribed in Clause III under Schedule IV of the Companies Act, 2013:

5. Directors & Officers (D & O) Insurance Policy

They will be entitled to indemnification afforded to the Directors by the Company's Articles of Association, The Companies Act, 2013 and as per Directors & Officers Insurance Policy of the Company.

6 Remuneration

They will be entitled to sitting fees as decided by the Board of Directors of the Company for attending meetings of the Board of Directors or Committee/s thereof or for any other purpose whatsoever as may be decided by the Board of Directors from time to time. They shall be entitled to profit related commission as may be decided by the Board of Directors and approved by the members of the Company under Section 197 of the Act.

7. Reimbursement of Expenses

They will be reimbursed all expenses incurred in travelling for attending the Board and other meetings and reasonable and proper accommodation expenses if any for meetings that necessitate them to stay away from their homes.

8. Independence and other interests

They shall at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect their status as an independent director, give a declaration that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

9. Evaluation of Performance:

Their performance as an independent director shall be subjected to performance evaluation by the other members of the Board of Directors from time to time.

10. General:

They shall comply with the provisions of Schedule IV to the Act as may be in force from time to time.