

Date:

To,
Name
Address

Dear Sir/Madam,

Sub.: Appointment as an Independent Director of the Company

I am glad to inform you that the Board of Directors of Navin Fluorine International Limited ('the Company') has, at its Meeting held on [], appointed you as an Independent Director of the Company, subject to the approval of the Members of the Company. The necessary resolution approving your appointment as Independent Director will be considered for approval at the forthcoming Annual General Meeting of the Company.

The terms and conditions of your appointment are as set forth below:

1. Tenure of Office

- 1.1. You have been appointed as an Independent Director of the Company in accordance with Section 149 of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') for a period of five consecutive years commencing from [] and ending on [], subject to approval of the shareholders.
- 1.2. Your appointment is not subject to retirement by rotation in pursuance of provisions of sub-section (13) of Section 149 of the Act.
- 1.3. Your appointment will terminate automatically:
 - 1.3.1. if your appointment is not approved by shareholders at the next General Meeting of the Company; or
 - 1.3.2. if you are disqualified from acting as an independent director or you vacate your office as a director for any reason either under the Act or under SEBI LODR Regulations or any other relevant law; or
 - 1.3.3. If you are debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.
 - 1.3.4. if you submit resignation from your office by giving notice in writing as per Section 168 of the Act; or
 - 1.3.5. if requisite Resolution is passed by the Company for your removal from the office of Director as provided in Section 169 of the Act.

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

- 2.1 During the tenure of your office as an Independent Director, you are required to continue to comply with the provisions of Section 149(6) of the Act.



- 2.2 During the tenure of your office as an Independent Director, you shall comply with the Code of Conduct of the Company for Directors.
- 2.3 You shall comply with the guidelines of professional conduct as stipulated in Schedule IV to the Act.

3 Role and functions:

- 3.1 Your role and functions as an Independent Director of the Company shall be as prescribed in Schedule IV of the Act and SEBI LODR Regulations.
- 3.2 You shall serve as Chairman or member of such Board level Committee or Committees to which you 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.

4. Duties

- 4.1 You shall perform your fiduciary duties as an independent director with integrity.
- 4.2 You are expected to perform your general fiduciary duties, and exercise the skill and care expected of every director.
- 4.3 You shall perform your duties as a Director in compliance with the provisions of Section 166 of the Act and SEBI (LODR) Regulations.
- 4.4 You shall also perform your duties as an Independent Director as prescribed in Clause III under Schedule IV of the Act and SEBI (LODR) Regulations.

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

You will be entitled to indemnification afforded to the Directors by the Company's Articles of Association, the Act and as per Directors & Officers Insurance Policy of the Company, as may be amended from time to time.

6. Remuneration

You 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. You 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. Pursuant to the Act and SEBI LODR Regulations, you will not be entitled to any stock options.

7. Reimbursement of Expenses

You 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 you to stay away from your home.

8. Independence and other interests

You shall at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, give a declaration that you meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulations.

9. Evaluation of Performance:

Your 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:

You shall comply with the provisions of Schedule IV to the Act or any other relevant law as may be in force from time to time.

Please confirm your acceptance by signing, dating, and returning a copy of this letter to the Company.

Yours faithfully,

**By Order of the Board of Directors
of Navin Fluorine International Limited**

**Vishad P. Mafatlal
Chairman**