

Sec.ID

Date:

LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTOR

Dear Shri / Smt

This has reference to the FI No. _____ dated _____ communicating your nomination as Non-Official Independent Director on the Board of The Fertilisers And Chemicals Travancore Limited (FACT / the Company).

Under Schedule IV read with Section 149 (8) of the Companies Act 2013, the appointment of Independent Directors shall be formalized through a letter of appointment. This letter of appointment sets out the roles, duties, responsibilities and other terms and conditions covering your appointment which are as follows:

1. Roles, duties and responsibilities:

1.1. As 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 and SEBI (Listing Obligations and Requirements) Regulations 2015.
- Accountability under the Director's Responsibility Statement
- Overseeing the maintenance of high standards of Company Values and ethical conduct of business.
- Protecting and enhancing the brand image

1.2. You agree to observe, in letter and spirit, the duties, rights and role of Independent Director as stipulated in the relevant sections of the Companies Act, 2013 and SEBI (Listing Obligations and Requirements) Regulations 2015.

1.3. You shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149 (8) of the Companies Act, 2013 and duties of directors as provided in the above mentioned Act and as specified in the SEBI (Listing Obligations and Requirements) Regulations 2015.

1.4. You will also comply with the duties prescribed under Section 166 of the Companies Act, 2013 and will strive to avoid the occurrence of any events specified under Sections 164 and 167 of the Act regarding disqualifications and vacation of office.

1.5. You will also be responsible for providing guidance in the area of your expertise.

2. Fiduciary Duties:

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the SEBI (Listing Obligations and Requirements) Regulations 2015. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and inter alia are as under:

2.1. You shall act in accordance with the Company's Articles of Association.

2.2. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company.

2.3. You shall discharge your duties with due and reasonable care, skill and diligence.

2.4. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company/Group or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests, must be avoided at all costs.

2.5. You shall not assign your office as Director and any assignments so made shall be void. There are certain roles, functions duties prescribed for all Independent Directors, which are listed in the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013 and in Listing Agreement. You shall abide by the said 'Code of Conduct for Independent Directors' as amended from time to time to the extent relevant and applicable to your role.

3. Committees:

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

4. Remuneration:

As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member. You will be paid such remuneration by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board and approved by the Members from time to time. Further, the Company may pay or reimburse to you such fair and reasonable expenditure, as may have been incurred by you while performing your role as an Independent Director of the Company.

5. Disclosure of Interest:

You shall at the first meeting of the Board in which you participate as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose your concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding. Any material interest in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting.

6. Dealings in shares:

You are required to comply with the Company's Insider Trading Code of Conduct. This code inter alia prohibits the Directors from dealing in the Company's shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell) from the Chairman/ Compliance Officer of the Company. You are also required to comply with the applicable SEBI insider trading laws and regulations.

7. Changes in personal details:

During the term, you shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

8. Confidentiality:

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Board unless required by law or by the rules of any stock exchange or regulatory body. You should direct any media queries or approaches to the appropriate spokesperson within the Company.

Yours sincerely,
For and on behalf of The Fertilisers And Chemicals Travancore Limited

Chairman & Managing Director

I hereby acknowledge receipt of and accept the terms set out in this letter

Signature :

Date :

(Model Letter of Appointment and is subject to Amendment/ Modification)