

Draft Letter of Appointment of Independent Director

Date:
Name of Director:
Address:

Dear Mr./Ms. ____

Subject: Appointment as an Independent Director

I am pleased to inform you that, the Shareholders of Adani Capital Private Limited ("the Company") at their Annual General Meeting held on ____ have approved your appointment as an Independent Director of the Company, pursuant to the applicable provisions of Companies Act, 2013, Regulations made by RBI and other applicable provisions of law. This letter sets out the terms of your appointment as an Independent Director of the Company. Such appointment is also subject to the applicable provisions of the Companies Act, 2013, any other applicable laws/rules, and the Articles of Association of the Company.

1. The term of appointment

Your appointment is for a term of five consecutive years from the date of your appointment i.e. _____. You will not be liable to retire by rotation during this period.

2. Duties and responsibilities

- I. As a member of the Board, you will be responsible for meeting the objectives of the Board.
- II. You will provide oversight and governance over the performance of the Company and help maintain an environment of compliance and high ethical standards. You will advise and counsel the management. You may be required to serve on one or more Committees of the Board and if so, you will abide by their respective terms of reference / scope.
- III. You are required to abide by the 'Code for Independent Directors' as outlined in Schedule IV to section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act and as required by the Direction(s) issued by RBI.
- IV. You will devote sufficient time to the Company in performance of your role.
- V. You will abide by the Company's Code of Conduct ("the Code") and other policies.
- VI. In addition to any other acts prohibited by applicable laws, or custom, during your term, you will not:

Corporate office:
Adani Capital Private Limited
One BKC, C- Wing, 1004-1005, 10th floor,
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Maharashtra, India
CIN: U65990GJ2016PTC093692

Tel +91 22 6241 1200
Fax +91 22 2652 0650
contact.acpl@adani.com
www.adanicapital.com

- Be involved in any situation in which you may have, or in which you may create a perception of having, a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company,
- achieve or attempt to achieve any undue gain or advantage for yourself or to your relatives,
- assign your office to any other person.

3. Fit and Proper Criteria

You will be required to full fill the criteria of Fit and Proper criteria as required under Master Circular – “Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.

4. Sitting Fees

You will be sitting fees, as may be decided by the Board pursuant to the applicable provisions of law.

5. Disclosures

During your term, you shall provide disclosures to the Company as per the provisions of the 2013 Act and other applicable statues.

6. Termination

Your directorship on the Board of the Company may be terminated in accordance with the provisions of the 2013 Act. In addition, your directorship may be terminated on grounds of violation of provisions of Code of Conduct of the Company. You may resign from the directorship of the Company by giving a notice in writing. The resignation shall take effect from the date mentioned in the notice or at a later date as may be specified by you in that behalf.

We believe that your association will be of immense benefit to the Company.

**Yours Sincerely,
For Adani Capital Private Limited**

**MD & CEO/ Chairman of the Board
DIN:**