

Terms of Appointment (including re-appointment) of Independent Directors**A) INDEPENDENT DIRECTORS**

Sr. No.	Name of Independent Director	Tenure for 5 years		Remarks
		From	To	
1	Mr. Navin Mittal	28/09/2020	27/09/2025	Re-appointment approved by shareholders at the Annual General Meeting held on 29/09/2020
2	Mr. Alok Dhanuka	21/09/2019	20/09/2024	Re-appointment approved by the shareholders at the Annual General Meeting held on 27/09/2019
3	Mrs. Bindu Shah	14/07/2020	13/07/2025	Appointment approved by shareholders at the Annual General Meeting held on 29/09/2020
4	Dr. Sunil Waghmare	31/10/2020	30/10/2025	Appointment approved by shareholders at the Annual General Meeting held on 16/07/2021

B) INDEPENDENT DIRECTORS**1. Tenure of Office :**

- 1.1. Appointment of independent director is as contemplated by Section 149 of the Companies Act, 2013 for a period of five years commencing from their date of appointment i.e. date of respective Annual General Meeting or as may be decided by the shareholders by Postal Ballot.
- 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.
- 1.3. Pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, independent director shall hold the office for a term upto 5 consecutive years. However, based on performance evaluation by the Board of Directors and the report thereon, he /she shall be eligible for re-appointment on passing of a special Resolution by the Company.



1.4. The appointment will get terminated automatically:

- if disqualified from acting as an independent director or vacate the office as a director for any reason either under the Companies Act, 2013 or under Listing Regulations or any other relevant laws; or
- if resigned from the office by giving notice in writing as per Section 168 of the Companies Act, 2013 or
- if an Ordinary Resolution is passed by the Company for 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 the office, an Independent Director is required to continue to comply with the provisions of Section 149(6) of the Companies Act, 2013, as amended and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.
- 2.2. During the tenure of the office, an Independent Director shall comply with the Code of Conduct of the Company for Directors.
- 2.3. Independent Director shall comply with the guidelines of professional conduct as stipulated in Schedule IV to the Companies Act, 2013.

3. Role and Functions :

- 3.1. Role and functions of an independent director of the Company shall be as prescribed in Schedule IV of the Companies Act, 2013.
- 3.2. Independent Director shall serve as Chairman or member of such Board level Committee or Committees to which he is 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 :

An Independent Director –

- 4.1. Shall perform his fiduciary duties as an independent director with integrity
- 4.2. Is expected to perform the general fiduciary duties, and exercise the skill and care expected of every director.
- 4.3. Shall perform his duties as a director in compliance with the provisions of Section 166 of the Companies Act, 2013.
- 4.4. shall also perform his duties as an Independent Director as prescribed in Clause III under Schedule IV of the Companies Act, 2013.



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5. Remuneration :

An Independent Director will be entitled to sitting fees as decided by the Board of Directors of the Company for attending meeting 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. He / She 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.

6. Reimbursement of Expenses :

An Independent Director 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 the director to stay away from home.

7. Independence and other interests :

Independent Director shall at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect the status as an independent director, give a declaration that he/ she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 as amended and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

8. Evaluation of Performance :

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

9. General :

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



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