

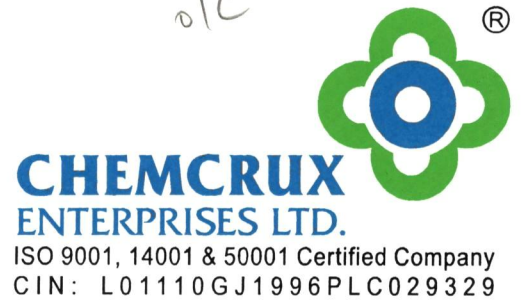
Regd. Office :-

330, TRIVIA Complex, Natubhai Circle,
Racecourse, Vadodara – 390007, Gujarat, INDIA

Phone : +91 265 2988903 / 2984803

Website : www.chemcrux.com

Email : girishshah@chemcrux.com



LETTER OF RE-APPOINTMENT FOR INDEPENDENT DIRECTOR

To,
Mr. Bhanubhai Vasharambhai Patel
501, Ameer Apartment,
Behind Akota Stadium,
Vadodara

Date: 24th August, 2021

Subject: Re-Appointment as an Independent Director of CHEMCRUX ENTERPRISES LIMITED ("the Company")

On behalf of all the Board members of the Company, I would like to express my gratitude to you for your association with the Company as an Independent Director on the Board of Directors. Your contributions have been significant.

I am pleased to inform you that on the recommendation of the Nomination & Remuneration Committee & approval of Board of Directors of Company, the shareholders of M/s. Chemcrux Enterprises Limited, at the Annual General Meeting held on 24th August, 2021 have approved your re-appointment as an Independent Director for a period of five years (for 2nd term) commencing from the conclusion of 25th AGM held on 24th August, 2021 up to AGM to be held for the Financial Year ending on 31/03/2026. This letter of re-appointment sets out the terms and conditions covering your re-appointment which are as follows:

APPOINTMENT:

1. Your re-appointment as a Non-Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013.
2. In compliance with provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
3. Notwithstanding other provisions of this letter, this appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in Section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013.



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4. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office.

TIME COMMITMENT:

5. As a Non-Executive Independent Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets four times in a year. The Audit Committee meets to perform the role and responsibility of the Committee as and when required. Besides, there are other committees like Nomination and Remuneration Committee, Stakeholders & Relationship Committee, etc., meetings of which are ordinarily convened as per requirements. You will be expected to attend the meetings of the Board and of Committees to which you are/may be appointed and meetings of the Shareholders and to devote such time to your duties as appropriate for you to discharge your duties effectively. Ordinarily, all meetings are held in Vadodara.
6. By accepting this re-appointment, you confirm that you can allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

ROLE AND DUTIES:

7. Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all directors, both Executive and Non- Executive, which are fiduciary in nature and are as under:
- I. You shall act in accordance with the Company's Articles of Association as may be amended from time to time.
 - II. 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 interest of the Company.
 - III. You shall discharge your duties with due and reasonable care, skill and diligence.
 - IV. 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 interest of the Company.
 - V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
 - VI. You shall not assign your office as an Independent Director/ Director and any assignments so made shall be void.

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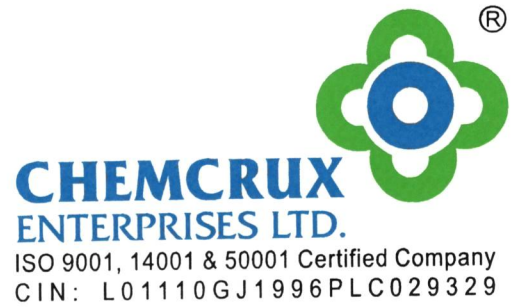
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In addition to the above requirements, the Board of Directors also expect you to perform the following functions:

- I. You should constructively challenge and help develop proposals on strategy for growth of the Company.
- II. You should evaluate the performance of management in meeting agreed goals and objectives.
- III. You should satisfy yourself on the integrity of financial information and those financial controls and systems of risk management are effective and defensible.
- IV. You are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing and where necessary, removing Executive Directors and in succession planning.
- V. You will take responsibility for the processes for accurately reporting on performance and the financial position of the Company.
- VI. You should keep governance and compliance with the applicable legislations and regulations under review and the conformity of Company's practices to accepted norms.

STATUS OF APPOINTMENT:

8. You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board.
9. The sitting fees presently paid to the Non-Executive Independent Director is Rs. 1000/- per meeting of the Board or a Committee thereof.
10. You will have no entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company or any Group Company.

REIMBURSEMENT OF EXPENSES

11. In addition to the remuneration described above, the Company will, for the period of your re-appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

INDEPENDENT PROFESSIONAL ADVICE

12. There may be occasions when you consider that you need professional advice in furtherance of your duties as an Independent Director and it will be appropriate for you to consult independent advisers at the Company's expense. The Company will

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reimburse full cost of expenditure incurred in accordance with the Company's policy.

CONFLICT OF INTEREST

13. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your re-appointment, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your re-appointment.
14. If your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgement that you are independent, this should be disclosed to both the Chairman and the Company Secretary.

EVALUATION

15. The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis as per Company's Policy. Your reappointment on the Board shall be subject to the outcome of the yearly evaluation process.

DISCLOSURE OF INTEREST

16. Any material interest that a Director may have in any transaction or arrangement that the Company has entered into should be disclosed not later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contract with a particular person, firm or company is acceptable.

CODE OF CONDUCT

17. During the appointment you are required to comply with regulations as contained in Schedule IV under Companies Act, 2013, including the Code of Conduct.

CONFIDENTIALITY

18. All information acquired during your appointment/ re-appointment is confidential to the Company and should not be released, either during your re-appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

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19. Your attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or the Company Secretary.

PUBLICATION OF THE LETTER OF APPOINTMENT

20. In line with provision of Clause IV, sub clause 6 of Schedule IV, under Companies Act, 2013, the Company will make public the terms and conditions of your re-appointment and will also arrange for it to be displayed on the Company's website.

MEMBERSHIP OF COMMITTEES

21. You will continue to act as Member/ Chairman of the one or more Committees of the Board upon your re-appointment. Further, you may also be appointed as Member/ Chairman to one or more Committees in future as per the requirement of any applicable law.

TERMINATION

22. You may resign from your position at any time, and should you wish to do so, you are requested to serve a reasonable written notice on the Board. In terms of provisions of the Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies, Gujarat.
23. You may be removed as a director or otherwise required to vacate the office under any applicable law & in accordance with the provisions of the Articles of Association of the Company from time to time in force.

GENERAL

25. This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with, the laws of

A blue circular stamp of Chemcrux Enterprises Ltd. is placed over a handwritten signature in blue ink.

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ISO 9001, 14001 & 50001 Certified Company
CIN: L01110GJ1996PLC029329

India, and the parties agree to submit to the exclusive jurisdiction of the courts of Gujarat.

26. Please confirm your agreement to the above by signing and returning the enclosed duplicate of this Letter.

Yours sincerely,

For CHEMCRUX ENTERPRISES LIMITED




GIRISH SHAH

WHOLETIME DIRECTOR

DIN: 00469291

I have read and agree to the above terms regarding my re-appointment as an Independent Director of Chemcrux Enterprises Limited.

* 

INDEPENDENT DIRECTOR
BHANUBHAI VASHRAMBHAI PATEL
DIN: 00727280

Date: 24/08/2021

Place: Vadodara

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