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**Terms and Conditions of [Appointment] / [Re-appointment] of  
Independent Directors**

Date: [•]

To,  
[•] (Insert Name of Director)  
[•] (Insert Address)

Dear [•].

**Re: Your [appointment] / [re-appointment] as an Independent Director of  
Adani Ports and Special Economic Zone Limited.**

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We are pleased to advise you that at the [Annual] / [Extra-ordinary] General Meeting held on [•], shareholders have approved your [appointment] / [re-appointment] as an Independent Director of the Company to hold office for a period of [•] consecutive years w.e.f. [•]. The Brief outline for the [appointment] / [re-appointment] is as below:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149(7) of the Companies Act, 2013 ("Act") stating that you meet the criteria for independence.
2. So long as you are an Independent Director of the Company, you shall ensure that you are registered with Indian Institute of Corporate Affairs ("IICA") for inclusion in the databank of independent directors maintained by IICA.
3. The number of companies in which you hold office as a Director or a Chairman or Committee member will not exceed the limit stipulated under the Act and the Listing Agreement.
4. As advised by the Board, during the tenure of office, you may be required to serve on one or more Committees of the Board established by the

Adani Ports and Special Economic Zone Limited  
Adani Corporate House, Shantigram,  
Nr. Vaishno Devi Circle, S. G. Highway,  
Khodiyar, Ahmedabad - 382421  
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Company as per its terms of reference.

[You have been appointed] / [You shall continue to be appointed] on the following Committees of the Board:

<<To be modified as applicable>>

5. You will comply with the Code of Ethics and Business Principles Applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company as uploaded on the website of the Company.
6. You will comply with the guidelines of professional conduct, role, functions and duties, as an Independent Director provided in Schedule IV of the Companies Act, 2013.
7. You will be paid such remuneration by the way of sitting fees, commission and reimbursement of expenses for attending meetings of the Board and its Committees and Commission that may be determined by the Nomination & Remuneration Committee, the Board and Shareholders from time to time.
8. You will not hold office as a Director or any other office in a competing firm/entity.
9. You are expected not to involve 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.
10. The Company has Directors' and Officers' liability insurance and it is intended that the Company will assume and maintain such cover for the full term of your appointment.
11. Your reappointment or extension of term and your remuneration, as the case may be will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried

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out by the Board, every year.

Kindly acknowledge the receipt and convey your acceptance.

Yours faithfully,

**For, Adani Ports and Special Economic Zone Limited**

**Company Secretary**

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