



Independent Director Terms and Conditions of Appointment

Adani Electricity Mumbai Limited

Adani Electricity Mumbai Ltd
(Formerly Reliance Electric Generation & Supply Ltd)
Devidas Lane, Off SVP Road
Near Devidas Telephone Exchange, Borivali (W)
Mumbai 400 103
Maharashtra, India
CIN: U74999GJ2008PLC107256

Tel +91 22 3009 9999
Fax +91 22 3009 8852
info.mumbaielectricity@adani.com
www.adanielectricity.com

Registered Office Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar Ahmedabad GJ 382421



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To,

(Insert Name of Director) (Insert Address)

Dear [●],

Re: Your appointment as an Independent Director of Adani Electricity Mumbai Limited

We are pleased to inform you that at the Annual General Meeting held on [●], shareholders have approved your appointment as an Independent Director of the Company to hold office for a period upto [●].

The Brief outline for the 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, 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.
3. 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 Company as per its terms of reference.
4. 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.
5. You will be paid such remuneration by the way of sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees and Commission that may be determined by the Board and Shareholders from time to time.

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6. You will not hold office as a Director or any other office in a competing firm/entity.
7. 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.
8. 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.
9. Your reappointment or extension of term and your remuneration will be approved by the Board, pursuant to a performance evaluation carried out by the Board.

Kindly acknowledge the receipt and convey your acceptance.

Chairman of the Board

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