

# Continental

# Chemicals Ltd

Tel. : 91-120-2423316

Fax : 91-120-2423316

E-mail : info@continentalsoft.com

: nkc@continentalsoft.com

Web : www.continentalchemicalsltd.com

CIN : L24123UP1984PLC014111

Regd. & Head Office : A-7, Sector-7, Noida-201301 (U.P.) India

Mr. Akshat Bhaskar,  
Tribhuvan Complex, Ishwar Nagar,  
Block No. 6, New Delhi – 110065

**SUBJECT: APPOINTMENT AS INDEPENDENT DIRECTOR FOR 5 YEARS**

We are pleased to confirm that the Board of **CONTINENTAL CHEMICALS LIMITED** has resolved that you be offered to continue the position as an Independent Director of the Company for a further period of five years with effect from this Annual General Meeting to be held on September 29, 2014.

**Term of Appointment**

Your appointment will be made pursuant to the Company's Constitution and is initially for the period expiring at the Annual General Meeting of the Company to be held in year 2019, at which time shareholders may consider your re-election for a further period as per the applicable provisions of the Companies Act 2013.

You may resign by notice in writing at any time and, under the Companies Act 2013 and the Constitution, your appointment may cease in certain prescribed circumstances.

**Role of Director**

You will be expected to participate as an Independent Member of the Board in:

- Attendance at all Board meetings,
- Attendance at General Meetings
- Strategic planning sessions
- Others, as required

We estimate that you would need to commit to at least 2 days per month to fulfill your directorial duties, including adequately preparing for meetings, attendance and undertaking allocated follow-up tasks, office and site visits as necessary, as well as being available for ad hoc discussions from time-to-time.

**Remuneration & Expenses**

You will be entitled to a Director's sitting fees as may be decided by the Board.

You will be reimbursed for all approved expenses incurred in your role as a Director. In addition, should you be requested to perform other work for the Company, outside the scope of usual Directors' duties, you may be entitled to additional remuneration as agreed with the Board at that time.





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## Disclosure

To enable compliance with the Companies Act 2013 and the Constitution you are required to make certain disclosures related to and/or which might affect your role as a Director. These include:

- giving notice to the Board of any relevant or material personal interest or conflict in relation to the affairs or business of the Company pursuant to section 184 of the Companies Act 2013 corresponding to Section 299 of the Companies Act 1956.
- Disclosure of disqualifications, if any under section 164 of the Companies Act 2013 corresponding to Section 274 of the Companies Act 1956.

## Deed of Indemnity

Under the Companies Act 2013 and the Constitution you have certain rights with respect to access to Company documents and to be indemnified for certain liabilities arising from your conduct or duties as a Director.

## Independent Advice

With the approval of the Board you may seek independent professional advice, at the Company's expense, on any matter connected with the discharge of your responsibilities as a Director. Copies of this advice must be made available to, and for the benefit of, all Board members, unless the Chairman otherwise agrees.


## Company Policies

As an officer of the Company you will be expected to act at all times in accordance with the Company's Constitution and comply with the Company's corporate policies and procedures that relate to your role as an Independent Director.

Yours sincerely,

For and on behalf of

**CONTINENTAL CHEMICALS LIMITED**

  
Naresh K. Chibba  
(Managing Director)



Date: 29.09.2014  
Place: Noida (UP)