

Date : _____

To,

_____**Sub.: Appointment as Independent Director**

Dear Sir / Madam,

I am pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('the Board') of Kingfa Science & Technology (India) Limited ('the Company') have approved your appointment as an independent director of the Company ('Independent Director'). This letter sets out the terms of your appointment.

1. Term of Appointment

In accordance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable laws, you will serve as an Independent Director of the Board for a period of [____] years with effect from [____]. Your appointment is subject to the approval of shareholders.

2. Role on the Board and Board committees

You are expected to provide your expertise and experience inter alia in the fields of strategic planning, management, sales, marketing, accounts, finance, technical and corporate governance including board practices, in the functioning of the Board and the committees of the Board you may be nominated. In addition to routine Board meetings you should allow time for committee meetings, preparatory work and travel and ensure that you are in a position to make the necessary overall time commitment.

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter/ terms of reference which sets out the functions of that Committee.

3. Duties and Liabilities

The duties and liabilities would be as per the Companies Act, 2013 including Schedule IV to Companies Act, 2013 and Rules thereunder, SEBI (LODR) Regulations, 2015, Company's policies and the Articles of Association of the Company.

4. Directors and Officers Insurance

The Company has in place the Directors and Officers (D&O) Liability Insurance Policy and it is intended to maintain such cover for the term of your appointment, subject to the terms of such policy in force from time to time.

5. Code of Conduct

As an Independent Director, you will abide by the Company's Code of Conduct for Board Members and Senior Management ('Code of Conduct') and the Code of Conduct for Prevention of Insider Trading ('Insider Trading Code') as attached herewith. You are requested to make timely disclosures under the Code of Conduct and the Insider Trading Code and ensure compliance with all the requirements under the same. Further, you are also requested to refrain from doing such acts/ activities as may be prohibited under the aforesaid Code of Conduct and the Insider Trading Code.

6. Remuneration

You will be entitled to sitting fees for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means. The remuneration and fee payable shall be subject to applicable tax deduction at source. In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

7. Conflict of Interest and Disclosures

It is accepted and acknowledged that you may have business interests other than those of the Company and will declare any conflicts that are apparent at present. In the event that you become aware of any potential conflict of interest or, of not meeting the requirements of an Independent Director, change in concern / interest in companies including committee positions thereof, you are requested to disclose the same to the Chairman of the Company and Company Secretary as soon as you become aware of the same.

Yours sincerely,

For Kingfa Science & Technology (India) Limited,

Chairman

Encl.: 1. Code of Conduct
2. Insider Trading Code