



## GUJARAT PETROSYNTHESIS LIMITED

**Reg. Off:** No.24, II Main, Phase I, Doddanekkundi  
Industrial Area, Mahadevapura Post, Bengaluru-560 048.  
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CIN No. L23209KA1977PLC043357



### **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS**

The following are the terms and conditions of the appointment of the Independent Directors as given below in compliance with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"):

The Independent Directors shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act read with section 149(8) of the Act;

The Independent Directors shall also comply with the Company's Code of Conduct;

The Company has various Sub-Committees of the Board viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board of Directors may appoint the Independent Directors as Chairman/ Member of one or more of the Committees.

The Independent Directors of the Company shall periodically hold exclusive Meetings without the attendance of non-Independent Directors and Members of the Management and the Independent Directors shall strive to be present at such Meetings;

The Company has taken a Group level Directors & Officers Liability Policy and all Directors of the Company including Independent Directors are beneficiaries of the Policy;

The Independent Directors shall be entitled to sitting fees and also be eligible for to and fro air fare, accommodation, boarding, conveyance and other incidentals for attending the Board and Committee Meetings and for discharging their duties as Independent Directors of the Company;

The Independent Directors are expected not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;

The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors shall agree to devote such time as is prudent and necessary for the proper performance of their roles, duties and responsibilities as Independent Directors.

During the Term, they shall promptly intimate the Company Secretary and the Ministry of Corporate Affairs in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

The Independent Director will be invited to attend ongoing training and familiarization sessions, including site visits, as and when conducted for Directors.

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