



Terms and conditions of Appointment of Independent Director

The terms and conditions of appointment of the Independent Director are subject to the extant provisions of the:

- (i) Applicable laws, including the Companies Act, 2013 ('2013 Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) (as amended from time to time) and
- (ii) Articles of Association of the Company

The terms and conditions of the appointment of Independent Director of the Company are reproduced hereunder:

1. Appointment

Subject to the provision in Serial 8 hereinbelow, the appointment will be for a period of three (3) years. Provided that, the Company may disengage Independent Director prior to completion of the Term, subject to compliance of relevant provisions of the 2013 Act.

As an Independent Director, he/ she will not be liable to retire by rotation. Reappointment at the end of the Term shall be based on the nomination by the Ministry of Petroleum and Natural Gas (MOP&NG) being the administrative ministry, recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders.

The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. The Independent director may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

2. Role, duties and responsibilities

A. As a member of the Board, the Independent Director along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Requirements under the Companies Act, 2013
- Responsibilities and role of the Board of Directors as outlined in the regulations made by Securities and Exchange Board of India from time to time
- Accountability under the Director's Responsibility Statement.
- Obligations under the various codes and policies made by the Company from time to time.



- Obligations under the Code of Conduct for Board Members and Senior Management.
 - Roles and responsibilities of directors fixed as per Guidelines of Department of Public Enterprises.
 - Achieving targets fixed by the Company under Memorandum of Understanding entered by the Company with the Department of Public Enterprises, Government of India for every financial year.
- B.** The Independent Director shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to Section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and in the Listing Regulations.
- C.** The Independent Director is particularly requested to provide guidance in his/ her area of expertise.

3. Remuneration as Independent Director

The Independent Director shall be paid sitting fees for attending the meetings of the Board and the Committees of which he/ she is member.

The sitting fees for attending each meeting of the Board and its Committees would be Rs. 10000/- (Rupees Ten Thousand only) per meeting. Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

4. Handling of Confidential and Price Sensitive Information of the Company

Unless specifically authorised by the Company, the Independent Director shall not disclose information of company and business to constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers. Their obligation of confidentiality shall survive cessation of their respective directorships with the Company.

The provisions of both, SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Company's CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDER would be applicable to the Independent Director. Additionally, they shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company. Director is required to sign a confirmation of acceptance of "The Code of Conduct for Board Members and



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)
Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

Senior Management of Balmer Lawrie & Co. Ltd.” as adopted by the Board on annual basis.

5. Training and Development

The Company may, if required, conduct formal training program for its Independent Directors. The Company may, as may be required, support the Director to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

6. Disclosures, other directorships and business interests

During the Term, the Independent Director agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws.

The Directors upon becoming aware of any potential conflict of interest with their position as Independent Director of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During the Term, the Independent director agrees to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

7. Changes of personal details

During the Term, the Independent Director shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

8. Disengagement

The Independent Director shall be disengaged from the Company as per the Direction of MOP&NG. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by MOP&NG in the notice, whichever is later. The directorship on the Board of the Company shall cease in accordance with law.

The Company may disengage Independent Director prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act, the DPE Guidelines and the direction of the administrative Ministry) upon:

- Violation of any provision of the Company’s Code of Conduct by the concerned Director, as applicable,
- Upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act.