

BALAJI AGRO OILS LIMITED

TERMS AND CONDITIONS FOR APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of the following Independent Directors are subject to the extant provisions of the applicable laws, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Sl. No.	Name of the Independent Director	Tenure	
		From	To
1.	Bapugi Gottipati	30-09-2021	29-09-2026
2.	Ramesh Babu Gottipati	30-09-2021	29-09-2026
3.	Koteswara Rao Kodali	14-08-2021	13-08-2026
4.	Nagendra Babu Koduru	14-08-2021	13-08-2026

The broad terms and conditions of their appointment as Independent Directors of the Company are reproduced hereunder:

A. Preliminary

During their tenure in the Company, Independent Directors shall –

1. submit a declaration stating that they meet the criteria of independence under section 149(7) of the Companies Act, 2013,
2. not hold the position of Chairman of not more than 5 Committees, Member of not more than 10 Committees and Independent Director of not more than 7 Companies. For this purpose, Audit Committee and Stakeholders Relationship Committee alone should be considered. If he is a Whole-time Director in any listed company, he cannot act as Independent Director in more than 3 listed entities.
3. ensure that they do not get disqualified pursuant to the provisions of Section 164 of the Companies Act, 2013.

B. Term

Appointment is for an initial term of 5 years. They shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C. Code of Conduct and Duties and Responsibilities

1. Independent Directors will have to abide by the

- (i) Code of Conduct as prescribed by the Company which is applicable to all the Directors of the Company,

(ii) Guidelines of professional conduct, role, functions and duties as Independent Directors as provided in Schedule IV to the Companies Act, 2013.

2. Independent Directors are expected to:

(i) take decisions objectively and solely in the interests of the Company;

(ii) facilitate Company's adherence to high standards of ethics and corporate behaviour;

(iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;

(iv) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;

(v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and see that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

3. All the Independent Directors should strive to hold and present in at least one meeting in a year without the presence of the non-independent directors and members of the management to:

a). review the performance of the non-independent directors and the Board as a whole,

b). review the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-Executive Directors,

c). assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

D. Performance Evaluation

Reappointment or extension of term and remuneration of the Independent Directors will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

E. Remuneration

1. Independent Directors are entitled to

(a) sitting fee,

(b) commission as may be determined by the Board, and

(c) reimbursement of expenses incurred by them in connection with their performance of duties.

2. Pursuant to applicable laws, they shall not be entitled to any stock options.

F. Training

Independent Directors shall be entitled to the benefit of Familiarization Programme to familiarize themselves with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates, its goals and expectations and long term plans and objectives.

G. Confidentiality and Access to Company Records

Any confidential information which may come to the knowledge of Independent Directors in the performance of their duties must not be divulged, except so far as:

- a). may be necessary in connection with the proper performance of their duties;
- b). the Company may, from time to time authorize them to disclose such information as may be required by them with the condition that they will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all the confidential information of the Company.
