

## **RAMPUR FERTILIZERS LIMITED**

CIN: L15136UP1988PLC010084

Regd. Office: Judges Bareilly Road, Rampur-244901 (U.P.)

Tel: 0595-2352028 Fax: 0595-2352030

Website: <http://www.rampurfert.com> Email: [info@rampurfert.com](mailto:info@rampurfert.com)

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### **TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS OF RAMPUR FERTILIZERS LIMITED**

#### **1. TERMS OF APPOINTMENT:**

- As per Members' approval at the Annual General Meeting of the Company, the term of appointment of Independent Directors of the Company is for a period of five consecutive years from the date of their being appointed or designated as such on the Board of the Company.
- Independent Directors will be eligible to be re-appointed for a further period of five consecutive years, after the completion of their tenure of first five years, subject to Board approval, and the passing of a Special Resolution by Shareholders.
- Notwithstanding anything contained in the resolution for appointment and fixation of term of Independent Directors, the appointment of Independent Directors can be terminated/may resign by written notice. It is desirable that the Independent Directors gives the Chairman reasonable forewarning of his/ her intention to resign or not to seek re-election (where that is possible) so that the Company can plan for succession of skills and experience on the board. Upon such termination or resignation for any reason, the Director shall not be entitled to any damages for loss of office and no fee will be payable to the Director in respect of any unexpired portion of the term of the Appointment.

#### **2. DUTIES:**

- Independent Directors shall be taking sufficient care to perform duties specified in the Code for Independent Directors under Schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement (including any modification or re-enacted thereof for the time being in force) along with accompanying liabilities.
- Independent Directors shall abide by the code of conduct as laid down by the Company or any amendment, if any, thereof.
- Independent Directors shall give annual declaration as required under the provisions of Section 149(7) of the companies Act, 2013 and the rules made there under.
- Independent Directors shall not serve as an Independent Director in more than 7 seven listed companies or such increased or decreased limits as may be specified from time to time under clause 49 of the listing agreement. However, if Independent Directors are serving as a whole time Director in any listed Company, they shall not serve as an Independent Director in more than 3 listed companies.
- Independent Directors shall not disclose the information acquired during his/ her period of appointment as an Independent Director which are confidential to the Company and should not be disclosed either his/ her period of appointment or following termination (by whatever means) to third parties except as permitted by law and with prior approval of the Company.

**3. REMUNERATION:**

All Directors, except Executive Directors Non Executive Non Independent Director, shall be entitled to a sitting fee as may be decided by the Board of Directors from time to time for every board meeting / board committee meeting.

**4. CONFIDENTIALITY:**

The Director must apply highest standard of confidentiality and not disclose to any person or Company (whether during the course of appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which the Director comes into contract by virtue of his/ her position as an Independent Director of the Company.

The attention is drawn to the requirements under the applicable laws as to the disclosure of price sensitive information. Consequently he / she should avoid making any statements that might risk a breach of these requirements without prior clearance from the other Members of the Board of Directors of the Company. On termination of the Appointment the Director will deliver to the Company all books, document, papers and other property of or relating to the business of the Company which are in his / her possession, Custody or power by virtue of his/ her position as an Independent Director of the Company. The Company may arrange the disposal of papers that the Director no longer requires.

The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.