



Tamilnadu Petroproducts Limited

Registered Office & Factory: Manali Express Highway, Manali, Chennai-600068

Tel.: 44-25941350, 60 / 70 / 80, 25941501 to 10, Telefax: 044-25941139

Website: www.tnpetro.com E-mail: secy-legal@tnpetro.com

CIN: L23200TN1984PLC010931

Terms of appointment for Independent Directors of the Company

The appointment of Independent Directors is by the Board, based on the recommendations of the Nomination and Remuneration Committee.

The appointment shall be subject to the approval of the shareholders at the general meeting and governed by the requirements of the Companies Act, 2013 (the Act), the Rules made thereunder and the provisions of the Listing Regulations.

The appointment shall also be subject to the provisions of Schedule IV to the Act, which, *inter alia*, contains the guidelines for professional conduct, role and functions and duties of an independent director. It has also been stipulated that all the Independent Directors shall hold at least one meeting in a year, without the attendance of the other directors and members of the management.

The Independent Directors are to adhere to the aforesaid requirements in letter and spirit and contribute for the overall growth of the Company for the benefit of all the stakeholders.

They will also serve as a Member of the Committees as may be decided by the Board from time to time, such as Audit Committee, Nomination & Remuneration Committee and other committees as may be constituted by the Board.

Independent directors of the Company are expected to avoid any conflict of interest in relation to dealing with the Company, its properties and practice due care in exercise of the rights and powers vested in them under the provisions of the applicable law. An independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Regulations/the Act.

In addition to the above, the Independent Directors are required to adhere to the Code of Conduct laid down by the Board for the Directors and Senior Management of the Company. They are also required to furnish a declaration of their meeting the criteria of independence stipulated under Section 149 of the Act, every year which is to be placed before the Board at the first meeting of the financial year.

The Independent Directors are covered under the Directors and Officers Liability (D&O) Insurance.

The Independent Directors are entitled to be paid sitting fees as determined by the Board from time to time for attending the meetings of the Board and the Committees of which they are members. In addition to this, the Company shall bear the expenses for the travel, accommodation and local conveyance for attending the meetings of the Board/Committee and for attending to their duties for the business of the Company.