THE ANDHRA PETROCHEMICALS LIMITED
VENKATARAYAPURAM

Terms & Conditions of appointment Independent Directors on the Board of the Company:

- The appointment of Independent Director will be recommended by the Board of Directors subject to the approval of shareholders at the Annual General Meeting.
- The Term of office is 5 years.
- The Independent Director shall not be appointed in more than 7 Listed Companies and in case He / She is proposed to be a Whole-time Director in a listed Company, he shall not be Independent Director in more than 3 listed Companies or such other limit as may be prescribed by any statute from time to time.
- The Independent Director shall be paid sitting fees as fixed by the Board from time to time for attending each Meeting of the Board or Committee thereof and also travelling and other incidental expenses for attending such Meetings or any other Meeting.

The Independent Director shall endeavour to:

- Understand the Company's business and strategic plans and key issues.
- Develop special skills/expertise contributing to the Board's overall effectiveness and diversity.
- Make measured and appropriate contributions to Board discussions and deliberations and taking into consideration the interests of all stakeholders.
- Exercise the responsibilities in a bonafide manner, in the interest of the Company.
- Come to the meeting well prepared having done necessary homework by way of reading agenda papers and discussing with Directors and management as necessary.
- Respect the confidentiality of the Company's business information and Board's deliberations.

- ❖ Assist the Company in implementing best Corporate Governance practices.
- ❖ Uphold ethical standards, integrity and probity.
- ❖ Ensure that his / her position is not in conflict of interest with the Company.
- ❖ Have satisfactory attendance at meetings.

The Independent Director shall abide by the Code for Independent Directors as prescribed in schedule IV in the Section 149(8) of the Companies Act, 2013 and Duties as given in the Section 166 of the Companies Act, 2013.

It may please be noted that Board of Directors shall be at the liberty to alter the terms and conditions of the appointment of Independent Directors from time to time in order to comply with the directions of any statute or for any other reasons as it may deem fit.

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