



## Policy for Appointment and Terms of Independent Directors

### STALLION INDIA FLUOROCHEMICALS LIMITED

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#### **A. Appointment Conditions**

1. **Declaration of Independence:** At the beginning of every financial year, independent directors must submit a declaration under section 149 (7) of the Companies Act, 2013, confirming their independence during their tenure.
2. **Notification of Changes:** Any changes in the status of their independence must be promptly informed to the Board.
3. **Limit on Directorships:** Independent directors must ensure that the number of companies in which they hold office as a director, chairman, or committee member does not exceed the limits stipulated under the Companies Act, 2013.
4. **Avoidance of Disqualification:** Independent directors must ensure they do not get disqualified to act as directors under section 164 of the Companies Act, 2013.
5. **Compliance with Laws and Regulations:** Compliance with the provisions of the Companies Act 2013 and the listing agreement must be ensured.

#### **B. Term of Appointment**

1. **Duration of Term:** Independent directors are eligible for two terms of up to 5 years each or until reaching the maximum age of retirement as prescribed by relevant laws, whichever is earlier.
2. **Extension of Term:** The term may be extended beyond the maximum age in the manner specified under relevant laws.
3. **No Retirement by Rotation:** Independent directors are not subject to retirement by rotation.
4. **Continued Eligibility:** Tenure is contingent on continuing to meet the eligibility criteria of independence throughout.

#### **C. Committee Participation**

1. **Nomination to Committees:** Independent directors may be nominated to one or more committees of the Board.
2. **Committee Responsibilities:** Directors will receive the relevant committee's terms of reference and any specific responsibilities.

#### **D. Code of Conduct and Duties**



## **Policy for Appointment and Terms of Independent Directors**

1. **Adherence to Code of Conduct:** Independent directors must abide by the Code of Business Conduct and Ethics applicable to them.
2. **Guidelines of Professional Conduct:** They must follow the guidelines as provided in Schedule IV of the Companies Act, 2013.
3. **Non-Competition:** Holding office in competing companies/firms/entities is prohibited.
4. **Continuous Learning:** Directors are expected to stay updated on their roles, responsibilities, and duties.
5. **Good Faith and Best Interest:** Actions must be in good faith to promote the company's objectives for the benefit of its members.
6. **Expectations and Responsibilities:** This includes decision-making objectively, facilitating ethical standards, guiding the Board in governance, conflict of interest management, ensuring financial integrity, risk management, avoiding personal conflicts of interest, exercising care and diligence, avoiding undue gain, and not assigning their office.

### **E. Performance Evaluation**

1. **Re-appointment and Remuneration:** Subject to a performance evaluation by the Board, re-appointment, extension of term, and remuneration will be recommended by the Nomination and Remuneration Committee.
2. **Evaluation Criteria:** Performance will be evaluated based on contribution to company strategy, management oversight, financial integrity, risk management, remuneration and succession planning of senior management, and compliance with legal and regulatory requirements.