

## **Terms and Conditions of Appointment of Independent Directors on the Board of MFL**

The Independent (Part Time-Non Official) Directors of Madras Fertilizers Limited are appointed as Additional Directors of the Company as per the order of Department of Fertilizers, Government of India. The Appointment of Independent Directors of MFL is subject to the confirmation of Shareholders in the immediate Annual General Meeting of the Company and extant provisions applicable in this regard. The tenure of Appointment of Independent Directors is as per the order issued by Government of India.

The Independent Directors are required to comply with codes, policies and other procedures framed pursuant to the provisions of Companies Act, 2013, SEBI LODR Regulations 2015, DPE Guidelines etc.

The Independent Directors of MFL are entitled to sitting fee for attending each meeting of the Board and Sub Committees as decided by the Board from time to time.