

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Appointment

The Nomination and Remuneration Committee recommend a Person eligible to be appointed as an Independent Director to the Board of ONGC Petro additions Limited ("OPAL").

The appointment of Independent Directors of the Company is subject to confirmation by shareholders in the next Annual General Meeting and the extant provisions of applicable laws including (i) Companies Act, 2013 ("the Act") (ii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("Listing Regulations") and (iii) Articles of Association of the Company.

They are not liable to retire by rotation.

2. Tenure

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for re-appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act or Security Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

3. Remuneration

The Independent Directors have been paid sitting fees of Rs. 35,000/- for every meeting of the Board of Directors and Rs. 25,000/- for Board-level Committee meetings of the Company.

All the remuneration of the Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.

Reimbursement of actual Travelling, Hotel Accommodation, Local Conveyance and other expenses incurred by Independent Directors for attending Meetings of Board of Directors or Committee(s) thereof: and for attending to any other business of the Company.

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4. Induction and training

Independent Directors are provided formal induction training to enable them to get familiarize with the organizational setup, production facilities, business and operational environment of the Company. Further, they may be nominated for training programs conducted by external agencies.

5. Code of Conduct

The Independent Directors are required to comply with "Code of Conduct for Board Members and Senior Management of ONGC Petro Additions Limited (OPaL)", "Code of Conduct for Regulating, Monitoring & Reporting of Trading by Designated Persons & their immediate relatives of ONGC Petro additions Limited" and other Codes, Policies & Procedures framed pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Disclosure of Interest/ Declaration of Independence

All Independent Directors shall give a declaration of Independence under Section 149 (6) of the Companies Act, 2013 in compliance of Section 149(7) of the Companies Act, 2013, in accordance with Regulation 25(8) of the Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Act and the Rules framed thereunder.