Rama

Rama Petrochemicals Limited

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Name of document	**Policy for Determining Qualifications, Positive Attributes and Independence of Directors.**
Applicability	**Rama Petrochemicals Limited**
Effective date	**May 27, 2025**

PREAMBLE AND TITLE

This Policy shall be called the Policy for determining qualifications, positive attributes and independence of a Director (the "Policy").

The Board of Directors (the "Board") at their meeting held on May 27, 2025 has approved and adopted this revised Policy, on the recommendation of the Nomination and Remuneration Committee ("NRC"), in compliance with the requirements under the provisions of the Companies Act, 2013 and rules made thereunder (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended from time to time.

1. INTRODUCTION

1.1 The primary objective of this policy is to provide a framework and set standards for identifying qualifications and positive attributes for the Directors and Senior Management Personnel.
1.2 The policy aims at providing framework for evaluating the performance of all directors.
1.3 The policy aims to determine the criteria for independence of the independent directors.
1.4 The policy also aims to achieve a balance of merit, experience and skills amongst its Directors and Senior Management Personnel.

2. SCOPE OF THE POLICY

2.1 This policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and Senior Management Personnel and to determine the independence in case of Independent Directors of the Company.

3. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

3.1 "Director" means a director appointed to the Board of the Company
3.2 "Nomination and Remuneration Committee" means the committee constituted by Board of Rama Petrochemicals Limited in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

3.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.4 The term **"Senior Management Personnel"** shall have the same meaning as given under the explanation under Section 178 of the Companies Act, 2013.

4. POLICY

4.1Role and responsibilities of the Nomination and Remuneration ('NRC') Committee:

4.1.1 Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

4.1.2 Formulation of criteria for evaluation of performance of independent directors and the board of directors;

4.1.3 Devising a policy on diversity of board of directors;

4.1.4 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

4.1.5 Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

4.1.6 Recommend to the board, all remuneration, in whatever form, payable to senior management

4.2 Qualifications, Positive Attributes and Criteria for Appointment of Director and Senior Management Personnel:

4.2.1 General understanding of the Company's business dynamics;
4.2.2 Educational and professional background;
4.2.3 Expertise in specific function;
4.2.4 Industry experience;
4.2.5 Demonstrable leadership skills;
4.2.6 Standing in the profession;
4.2.7 Personal and professional ethics, integrity and values;
4.2.8 Willingness to devote sufficient time and energy in carrying out their duties and responsibilitieseffectively; and
4.2.9 Shall abide by the Code of Conduct established by the Company for Directors and SeniorManagement Personnel.

4.3 Qualifications, Positive Attributes and Criteria for Appointment of Director in specific:

4.3.1 Shall possess a Director Identification Number (DIN);
4.3.2 Shall not be disqualified under the Companies Act, 2013;

4.3.3 Shall give his/her written consent to act as a Director;
4.3.4 Shall endeavor to attend all Board Meetings and wherever he is appointed as a Committee member, the Committee Meetings;
4.3.5 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
4.3.6 Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Agreement entered pursuant to the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and other relevant laws.

4.4 Criteria for evaluation of Directors including Independent Directors:

4.4.1 Anticipated contribution / value addition to the growth of the organization;
4.4.2 Non - Compliance with applicable statutory provisions and other aspects/functions as may beapplicable from time to time;
4.4.3 Attendance, complete participation and significant contribution to the matters referred in themeetings of Board and Committees of Board;
4.4.4 Raising of concerns to the Board;
4.4.5 Safeguard of confidential information;
4.4.6 Rendering independent, unbiased opinion on the resolutions at the meetings;
4.4.7 Being updated of the events in the industry;
4.4.8 Knowledge and being updated of the day to day affairs of the Company;
4.4.9 Appropriate consideration of internal audit reports, management responses and steps towardsimprovement;
4.4.10 Initiative in terms of new ideas and planning for the Company;
4.4.11 Safeguarding interest of whistle-blowers under vigil mechanism;
4.4.12 Professional skills, problem solving, and decision-making;
4.4.13 Compliance with policies of the Company, ethics, code of conduct, etc.;
4.4.14 Reporting of frauds, violation etc.;
4.4.15 Sharing information in planning the future and other business and operational strategies; and
4.4.16 Any other parameter/s, as may be considered fit and necessary.

4.5 Criteria for Independence of Independent Director

4.3.1 The NRC shall assess the independence of Directors at the time of appointment/reappointment and the Board shall assess the same annually. The Board shall re- assess determinations of independence when any new interests or relationships are disclosed by the Director.
4.3.2 The criteria of independence of directors shall be the same as laid down under the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.3.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.6 Criteria for evaluating the performance of the Board and Committees of the Board

4.3.1 Composition of Board / Committees of the Board viz; Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee constituted as per the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

4.3.2 Board / Committee process;
4.3.3 Decision Making process at the Board / Committee Meeting;
4.3.4 Information shared at the Board / Committee Meeting by the Members;
4.3.5 Frequency of the Board/Committee Meeting;
4.3.6 Updation of knowledge relating to the Business and Laws at the Board / Committee Meeting bythe Members.

5. Interpretation

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Policy.

6. Amendments:

The policy is a public document and shall be uploaded on the website of the Company. The Board shall have the power to amend the policy or replace the policy entirely with a new policy. However, the Managing Director/Whole Time Director and the Company Secretary are jointly authorized to provide clarifications or to amend the Policy to give effect to any changes / amendments notified by the Securities Exchange Board of India. Consequently, the policy shall be placed before the Board for their noting and ratification.

For RAMA PETROCHEMICALS LIMITED

HARESH D. RAMSINGHANI
MANAGING DIRECTOR
DIN 00035416