



Policy for Appointment of Independent Director

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Gokul Agro Resources Limited (CIN-L15142GJ2014PLC080010)	Policy for Appointment of Independent Director	Prepared by : Secretarial Dept. Last Amendment/ : February 5, 2026 review date by Board
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1. OBJECTIVE

This policy sets out the guiding principles, eligibility criteria, and procedures for the appointment of Independent Directors (“IDs”) to the Board, in compliance with the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The objective is to ensure transparency, independence, and diversity in Board composition.

2. ELIGIBILITY CRITERIA

Independent Directors shall meet the following requirements:

- **Independence:** As defined under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.
- **Integrity & Expertise:** Possess relevant expertise in fields such as Accounts, finance, law, corporate governance, sustainability, or industry-specific knowledge.
- **No Conflict of Interest:** Must not have any material pecuniary relationship with the company, its subsidiaries, or promoters.
- **Age & Tenure:** Eligible for appointment up to the age and tenure limits prescribed under law (maximum two consecutive terms of five years each).
- **Diversity Consideration:** Preference for candidates who enhance gender, professional, and cultural diversity on the Board.

3. IDENTIFICATION & SELECTION PROCESS

- **Nomination Committee Role:** The Nomination and Remuneration Committee (NRC) shall identify suitable candidates based on skills, experience, and independence.
- **Due Diligence:** Background checks, reference verification, and compliance with regulatory fit-and-proper criteria.
- **Recommendation to Board:** NRC shall recommend candidates to the Board for approval.
- **Shareholder Approval:** Appointment shall be subject to shareholders’ approval in a general meeting, with disclosure of justification for selection

4. APPOINTMENT PROCEDURE

- The appointment process of Independent Directors is independent from the management of the

Company. During the selection process, the Board ensures that there is appropriate balance of skills, professionalism, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

- The Board shall ensure that the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the Rules made there under and that the proposed director is independent of the management and a statement to that effect is included in the explanatory statement attached to the notice of the meeting.

5. ROLES & RESPONSIBILITIES

As an Independent Director, he / she has the same general legal responsibilities to the Company as any other Director including all fiduciary duties, responsibilities, statutory obligations and liabilities of directors prescribed in law including the Companies Act, 2013 and Listing Regulations.

6. REMUNERATION

- The Company shall pay sitting fee, as determined by the Board from time to time, for attending each Board Meeting and each Committee Meeting.
- The aggregate remuneration to be paid to all the Independent and Non-Executive Directors would not exceed 1% of the total net profits of the Company during any Financial Year which shall be subject to deductions of applicable taxes and any other deductions required, if any by any applicable laws.

7. CODE OF CONDUCT

During the period of the appointment, the Independent Director will be bound by the Company Code of Directors and such other codes of conduct under applicable laws including the Companies Act, 2013 and the Securities and Exchange Board of India Act, 1992.
