

# THE INDIA CEMENTS LIMITED

CHENNAI

CIN: L26942TN1946PLC000931

## 1. Appointment

Your appointment/ reappointment will be for a term of 5 years/ 2 years from the date of appointment/ reappointment, unless terminated before, as per the provisions of this letter or applicable laws ("Term").

As an Independent Director you will not be liable to retire by rotation at the Annual General Meeting(s) to be held during the tenure of your term.

## 2. Role, duties and responsibilities

- A. As member of the Board you along with other members are collectively responsible inter alia, for the following:
- a) Compliance under the Companies Act, 2013 and any amendment thereof.
  - b) Responsibilities of the Board as outlined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - c) Accountability under the Directors' Responsibility Statement, included as part of the Director's Report.
  - d) Overseeing the maintenance of high standards of the Company's values and ethical conduct of business.
  - e) Overseeing the Company's contribution to Corporate Social Responsibility.
  - f) Overseeing the Company's efforts to preserve the environment.
  - g) Reviewing the implementation of past Board decisions.
- B. You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act and duties of directors as provided in the Act (including Section 166) and Regulation 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- C. You shall inter alia, provide guidance in the area of your expertise.

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### **3. Code of Conduct & Insider Trading Regulations**

You agree to comply with the Code of Conduct for Directors. For your reference, the 'Code of Conduct for Directors and Senior Management' approved by the Board is annexed.

We also draw your attention to the applicability of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and ICL Code of Conduct for Prevention of Insider Trading. In terms of these regulations, the Company shall intimate to you, in advance, the closure of trading windows from time to time. During window closure period, the trading in India Cements' Shares is prohibited and accordingly you are required to comply.

### **4. Time Commitment**

You as an independent director agree to devote such time as is reasonable and necessary for the proper performance of your role, duties and responsibilities.

### **5. Remuneration**

As an Independent Director you shall be paid sitting fees for attending the meetings of the Board and the Committees of which you are a member as fixed by the Board from time to time besides reimbursement of any expenditure incurred by you for attending Board/ Committee meetings, Annual General Meetings, Extraordinary General Meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, programs etc. and for obtaining, subject to prior consultation with the Board, professional advice from independent advisors in furtherance of your duties as an Independent Director.

### **6. Performance Appraisal**

The evaluation of the performance of the Board as a whole, Board Committees and Directors including independent directors like you will be carried out as prescribed in the Companies Act, 2013.

### **7. Disclosures, other directorships and business interests**

During your term of office, you agree to promptly notify the Company of any change in your directorships / memberships and provide such other disclosures and information as

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may be required under applicable laws. You also agree that upon becoming aware of any potential conflict of interest with your position as an Independent Director of the Company, you shall promptly disclose the same to the Vice Chairman and the Company Secretary.

During your term, you also agree to promptly provide a declaration under Section 149(7) of the Act every year and upon any change in circumstances which may affect your status as an Independent Director.

In terms of Sections 170 and 184 of the Companies Act, 2013, you need to send periodical disclosures containing specified personal details, shareholding particulars, directorships of other companies and such other details to the Company.

## **8. Change of Address**

During your term, you shall promptly intimate the Company and the Registrar of Companies in the prescribed manner, of any change in your registered address or other contact details provided to the Company.

## **9. Termination**

Your directorship on the Board of the Company shall terminate or cease in accordance with law. Apart from the grounds of termination as specified in the Act, your directorship may be terminated for violation of any provision of the Code of Conduct or Insider Trading Regulations as applicable to Directors.

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation and also to Registrar of Companies (RoC). The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If at any stage during your term, there is a change affecting your status as an Independent Director as envisaged in Section 149(6) of the Act or, you fail to meet the criteria for “independence” under the provisions of Regulation 16 (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, you agree to promptly submit your resignation as Independent Director, to the Company with effect from the date of such change.

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## **10. Co-operation**

In the event of any claim or litigation against the Company, based upon any alleged conduct, act or omission on your part during your term, you agree to render all reasonable assistance and co-operation to the Company and provide such information and documents as are necessary and reasonably requested by the Company or its counsel.

## **11. Miscellaneous**

This letter represents the entire understanding and constitutes the whole agreement, in relation to your appointment and supersedes any previous agreement between yourself and the Company with respect thereto and without prejudice to the generality of the foregoing, excludes any warranty, condition or other undertaking implied at law or by custom.

No waiver or modification of this letter shall be valid unless made in writing and signed by you and the Company.

As per the provisions of the Companies Act, 2013 and Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this letter shall be disclosed on the website of the Company.

## **12. Acceptance of Appointment**

We are confident that the Management, the Board and the Company will benefit immensely from your rich experience and we are eager to have you as an integral part of the developmental plans of our Company.

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## BRIEF PROFILE OF INDEPENDENT DIRECTORS AS ON 29.08.2016

(i)	<p>Name of the Director : Sri.S.Balasubramanian Adityan</p> <p>Date of Birth : 8<sup>th</sup> March 1965</p> <p>Date of appointment on the Board as an Independent Director : 7<sup>th</sup> December 2015</p> <p>Date of last reappointment as Director : Not Applicable</p> <p>Expertise in specific functional areas : Industry</p> <p>Qualification : B.Com., PG (MS Printing Technology) at Rochester University, USA.</p> <p>Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis : 20,000</p> <p>List of outside Directorships held in Public Companies : Nil</p> <p>Chairman / Member of the Committees of Board of Directors of the Company : Nil</p> <p>Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director : Not Applicable</p> <p>Relationships between Directors inter-se : Nil</p>
(ii)	<p>Name of the Director : Sri.Arun Datta</p> <p>Date of Birth : 14th June 1947</p> <p>Date of appointment on the Board as Director : 28th October 2009</p> <p>Date of last appointment as an Independent Director : 26<sup>th</sup> December 2014</p> <p>Expertise in specific functional areas : Management</p> <p>Qualification : B.E. (Mechanical Engineering) &amp; Post Graduate Diploma in Marketing Management</p> <p>Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis : 4000</p> <p>List of outside Directorships held in Public Companies : Listed Entity: 1. Trinetra Cement Limited Others: 1 India Cements Infrastructures Limited 2 Trishul Concrete Products Limited</p> <p>Chairman / Member of the Committees of Board of Directors of the Company : Audit Committee – Member Stakeholders Relationship Committee – Chairman</p> <p>Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director : <u>Audit Committee – Member</u> 1 India Cements Infrastructures Limited 2 Trishul Concrete Products Limited</p> <p>Relationships between Directors inter-se : Nil</p>
(iii)	<p>Name of the Director : Sri.N.R.Krishnan</p> <p>Date of Birth : 20th June 1938</p> <p>Date of appointment on the Board as Director : 24th September 2007</p> <p>Date of last appointment as an Independent Director : 26<sup>th</sup> December 2014</p> <p>Expertise in specific functional areas : Administration and Management</p> <p>Qualification : B.Sc. (Hons.) Chemistry, M.Sc. Chemistry</p> <p>Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis : Nil</p> <p>List of outside Directorships held in Public Companies : Listed Entities: 1 India Cements Capital Limited 2 Ponni Sugars (Erode) Limited 3 Tamilnadu Petroproducts Limited 4 Trinetra Cement Limited Others: 1 India Cements Investment Services Limited 2 IT Expressway Limited 3 Tamil Nadu Road Development Company Limited</p>

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	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1 India Cements Capital Limited Audit Committee – Chairman Stakeholders Relationship Committee – Chairman 2 IT Expressway Limited Audit Committee – Chairman 3 Ponni Sugars (Erode) Limited Audit Committee – Member 4 Tamil Nadu Petroproducts Limited Audit Committee – Member 5 Tamil Nadu Road Development Company Limited Audit Committee – Chairman 6 Trinetra Cement Limited Audit Committee – Chairman
	Relationships between Directors inter-se	: Nil
(iv)	Name of the Director	: Sri.V.Manickam
	Date of Birth	: 1st April 1952
	Date of appointment on the Board as Director	: 14th February 2013
	Date of last appointment as an Independent Director	: 26 <sup>th</sup> December 2014
	Expertise in specific functional areas	: Investment
	Qualification	: B.Sc., A.C.A.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: Listed Entities: 1 EID Parry (India) Limited 2 India Cements Capital Limited 3 Trinetra Cement Limited Others: 1 Coromandel Infotech India Limited 2 ICL Financial Services Limited 3 Trishul Concrete Products Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: <u>Audit Committee – Member</u> 1 Coromandel Infotech India Limited 2 EID Parry (India) Limited 3 ICL Financial Services Limited 4 India Cements Capital Limited 5 Trishul Concrete Products Limited
	Relationships between Directors inter-se	: Nil
(v)	Name of the Director	: Sri.N.Srinivasan (Retd. M/s. Fraser & Ross)
	Date of Birth	: 27th July 1931
	Date of appointment on the Board as Director	: 30th September 2006
	Date of last appointment as Independent Director	: 26 <sup>th</sup> December 2014
	Expertise in specific functional areas	: Finance, Accounts and Audit
	Qualification	: B.Com., C.A.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: Listed Entities: 1 Essar Shipping Limited 2 GATI Limited 3 Mcdowell Holdings Limited 4 The United Nilgiri Tea Estates Company Ltd 5 United Breweries (Holdings) Limited 6 Redington (India) Limited

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	Others:
	1 Essar Oilfield Services India Limited
	2 TAFE Motors and Tractors Limited
	3 Tractors and Farm Equipment Limited
Chairman / Member of the Committees of Board of Directors of the Company :	Audit Committee - Chairman
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director :	<u>Audit Committee – Chairman</u>
	1 GATI Limited
	2 TAFE Motors and Tractors Limited
	3 United Breweries (Holdings) Limited
	<u>Audit Committee – Member</u>
	1 Essar Shipping Limited
	2 Mcdowell Holdings Limited
	3 Redington (India) Limited
	4 The United Nilgiri Tea Estates Company Ltd
	5 Tractors and Farm Equipment Limited
Relationships between Directors inter-se :	Nil