



India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

Corporate Identity No.: L65191TN1985PLC012362

12th August, 2022

Ms.Sandhya Rajan
Director

Dear Madam,

Draft Letter of Appointment

Sub: Appointment as Independent Director

We thank you for your confirmation to India Cements Capital Limited (the “**Company**”) that you meet the criteria for “independence” as envisaged in Section 149(6) of the Companies Act, 2013 (“the **Act**”) (as amended) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (SEBI (LODR)) Regulations, 2015 and also for your consenting to hold office as a director of this Company.

Pursuant to your confirmation, we are pleased to confirm that upon the recommendation of the Nomination and Remuneration Committee at its meeting held on **12th August, 2022**, the Board has cleared your appointment as an Independent Director on the Board of the Company subject to the approval of the Shareholders.

This letter sets out the terms and conditions of your appointment as an Independent Director.

The aforesaid terms and conditions of your appointment, as set out in this letter, are subject to the provisions of (i) applicable laws, including the Act, SEBI LODR Regulations, 2015 and (ii) Articles of Association of the Company (“AOA”).



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1. Appointment

Your appointment will be for a term of 5 years from 12.08.2022 up to 11.08.2027, unless terminated before or extended, 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.

You are also the member of the following Board Committees as on date:

- a) Audit Committee – Member

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 ICCL Code of Conduct to Regulate, Monitor And Report Trading by Designated Persons, 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 Capitals' 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.



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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 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 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.



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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 (1)(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.

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



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the developmental plans of our Company. If the aforesaid terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Brief profile of Director

Name of the Director	:	Smt. Sandhya Rajan
Director Identification Number (DIN)	:	08195886
Date of Birth	:	18 th April, 1973
Date of appointment on the Board as Director	:	12 th August, 2022
Category of Directorship	:	Independent, Non-Executive Director
Term of appointment	:	5 years from 12th August, 2022
Date of last reappointment as Director	:	Not Applicable
Expertise in specific functional areas	:	Management and Administration
Qualification	:	Masters Degree in Bio-Chemistry
Brief profile / Experience	:	Smt. Sandhya Rajan is an Entrepreneur and served in various organisations, including Research Departments. She is a co-founder of a Sports Academy and managing a Trust catering sports education to under-privileged children.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil



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List of outside Directorships held in Public Companies	:	The India Cements Limited (Listed Company) Coromandel Travels Limited Easyaccess Financial Services Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee - Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	The India Cements Limited Audit Committee - Member
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil