

THE INDIA CEMENTS LIMITED
CHENNAI
CIN: L26942TN1946PLC000931

Terms and conditions of appointment of Independent Directors

1. Appointment

Your appointment will be for a term of 2 years from 26.12.2014 up to 25.12.2016 or the date of the seventieth Annual General Meeting whichever is earlier, 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 69th Annual General Meeting.

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) Requirements under the Companies Act, 2013 and any amendment thereof.
 - b) Responsibilities of the Board as outlined in the Corporate Governance requirements prescribed by Stock Exchanges under Clause 49 of the Listing Agreement.
 - c) Accountability under the Directors' Responsibility Statement, included as part of the Director's Report.
 - d) Overseeing the maintenance of high standards of India Cements' 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.

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- 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 in Clause 49 of the Listing Agreement .
- C. You shall inter alia, provide guidance in the area of your expertise.

3. Code of Conduct & Insider Trading Regulations

You agree to comply with the Code of Conduct for Directors. The 'Code of Conduct for Directors and Senior Management' approved by the Board has already been provided to you.

We also draw your attention to the applicability of SEBI (Prohibition of Insider Trading) Regulations, 1992 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.

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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 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.

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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 Clause 49 of the Listing Agreement, 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 Clause 49 of the Listing Agreement, this letter along with your detailed profile shall be disclosed on the website of the Company and the relevant stock exchange.

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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 26.12.2014

(i) Name of the Director	:	Sri Arun Datta
Date of Birth	:	14th June 1947
Date of appointment on the Board as Director	:	28th October 2009
Date of last reappointment as Director	:	18th September 2013
Expertise in specific functional areas	:	Management
Qualification	:	B.E. (Mechanical Engineering) & Post Graduate Diploma in Marketing Management
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	4000
List of outside Directorships held in Public Companies	:	1. IL & FS Tamil Nadu Power Company Limited 2. Trinetra Cement Limited
Chairman / Member of the Committees of board of Directors of the Company	:	Audit Committee - Member Shareholders' / Investors' Grievance Committee - Chairman
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationship with other Directors	:	Nil
(ii) Name of the Director		
		Sri R.K. Das
Date of Birth	:	23rd May 1933
Date of appointment on the Board as Director	:	1st October 2004
Date of last reappointment as Director	:	24th August 2011
Expertise in specific functional areas	:	Technical
Qualification	:	B.E. (Mech.)
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	1500

List of outside Directorships held in Public Companies	:	<ol style="list-style-type: none"> 1. Coromandel Sugars Limited 2. ICL Financial Services Limited 3. ICL International Limited 4. ICL Securities Limited 5. ICL Shipping Limited 6. Industrial Chemicals & Monomers Limited 7. Raasi Cement Limited 8. Trinetra Cement 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	:	Nil
Relationship with other Directors	:	Nil
(iii) Name of the Director		
	:	Sri N.R.Krishnan
Date of Birth	:	20th June 1938
Date of appointment on the Board as Director	:	24th September 2007
Date of last reappointment as Director	:	18th September 2013
Expertise in specific functional areas	:	Administration and Management
Qualification	:	B.Sc. (Hons.) Chemistry, M.Sc. Chemistry
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	:	<ol style="list-style-type: none"> 1. India Cements Capital Limited 2. India Cements Investment Services Limited 3. Ponni Sugars (Erode) Limited 4. Tamil Nadu Petroproducts Limited 5. Tamil Nadu Road Development Company Limited 6. Trinetra Cement 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	:	Audit Committee - Chairman Tamil Nadu Road Development Company Limited Trinetra Cement Limited India Cements Capital Limited

		Audit Committee -Member Ponni Sugars (Erode) Limited Tamil Nadu Petroproducts Limited Shareholders' / Investors' Grievance Committee - Member India Cements Capital Limited
Relationship with other Directors	:	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 reappointment as Director	:	18th September 2013
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	:	EID Parry (India) 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	:	EID Parry (India) Limited Audit Committee, Member
Relationship with other Directors	:	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 reappointment as Director	:	13th August 2012
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	:	1. Best & Crompton Engineering Limited 2. Essar Oilfield Services India Limited

		<ul style="list-style-type: none"> 3. Essar Shipping Limited 4. GATI Limited 5. Mcdowell Holdings Limited 6. Redington (India) Limited 7. Redington (India) Investments Limited 8. TAFE Motors and Tractors Limited 9. The United Nilgiri Tea Estates Company Ltd 10. Tractors and Farm Equipment Limited 11. UB Engineering Limited 12. United Breweries (Holdings) 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	:	Audit Committee: GATI Limited Redington (India) Limited Tractors and Farm Equipment Limited UB Engineering Limited United Breweries (Holdings) Limited Essar Shipping Limited Mcdowell Holdings Limited The United Nilgiri Tea Estates Company Limited
Relationship with other Directors	:	Nil