[ ] (Insert Name of Director)
[ ] (Insert Address)
[ ] (Insert Date)

Dear [ ],

Sub: Appointment of Independent Director

We are pleased to inform you that upon the recommendation of the Nomination cum Remuneration Committee & the Board of Directors **('the Board')**, **Shree Cement Limited ('the Company')** has appointed you as an independent director of the Company **('Independent Director').** This letter sets out the terms of your appointment, which are as under:

1. **Term of Appointment**

   You have been appointed as a Non-Executive Independent Director on the Board of the Company w.e.f. _____________ for a term of ___ years. Your appointment will be subject to approval by the shareholders of the Company.

   Your continuation of appointment is also subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under applicable laws i.e. Companies Act, 2013 and Listing Regulations as may be amended from time to time.

2. **Role and Duties**

   Your role and duties will be those normally required of an Independent Director under the Companies Act, 2013 and Listing Regulations as may be amended from time to time.

   You may be nominated on one or more Committees of the Board and in such event, you will be provided with the relevant Committee's terms of reference and any specific responsibilities. Your appointment on such Committee(s) will be subject to the applicable legal requirements.

3. **Remuneration (Fee)**

   The compensation (Commission) is approved at a meeting of the Board. The total compensation payable to the entire group of non-executive/independent directors shall not exceed 1 % of the net profit of the Company for the year calculated as per the provisions of the Companies Act, 2013.

   You will also be entitled to sitting fee for attending the meetings of the Board or Committees as may be decided by the Board of Directors.

   In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other committee meetings.

4. **Evaluation Processes**

   As a member of the Board, your performance as well as the performance of entire Board and its Committees shall be evaluated annually in terms of provisions of Companies Act, 2013 and Listing Regulations (as amended from time to time).

5. **D & O Insurance**

The Company has taken a Directors and Officers Insurance Policy (D&O policy) amounting to Rs 17.50 Crore for individual and collective claims made against them while serving on the Board and *I* or as an officer of the Company.

6. **Code of Conduct**

You will follow the Company's Code of Conduct and furnish the annual affirmation of the same.

You will apply the highest standard of confidentiality and not disclose to any person or company either during the course of the tenure as an Independent Director or following cessation, any confidential information concerning the Company with which you come into contact by virtue of your position as a director except as permitted by law or with prior clearance from the Chairman of company.

You are also required to comply with the applicable insider trading laws and regulations and to follow the Insider Trading Code of the Company.

Thanking you,

Yours faithfully,
For **SHREE CEMENT LIMITED**

CHAIRMAN