

[] (Insert Name of Director)

[] (Insert Address)

[] (Insert Date)

Dear [],

Sub: Appointment of Independent Director

I am pleased to inform you that upon the recommendation of the Nominations cum Remuneration Committee, the Board of Directors ('the **Board**') of **Shree Cement Limited** ('the **Company**') has approved your appointment as an independent director of the Company ('**Independent Director**'). This letter sets out the terms of your appointment.

1. Term of Appointment

Your appointment is for a consecutive period of _____ years from _____ upto _____. This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable laws i.e. Companies Act, 2013 and Listing Agreement as may be amended from time to time.

2. Role and Duties

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and Listing Agreement 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.

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 calculates 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.

5. **D & O Insurance**

The Company has taken a Directors and Officers Insurance Policy (D&O policy) amounting to Rs 15 Crore for individual and collective claims made against them while serving on the Board and / or as an officer of the Company.

6. **Code of Conduct and Business Ethics**

You will follow the Company's Ethics, Transparency and Compliance Policy (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 required to comply with the applicable insider trading laws and regulations and to follow the Insider Trading Code of the Company and are *prohibited* from dealing in the Company's shares during the period when the trading window is closed.

Thanking you,

Yours faithfully,
For **SHREE CEMENT LIMITED**

CHAIRMAN