

TRINETRA CEMENT LIMITED
CHENNAI

CIN : L99999TN1987PLC082730

1. Appointment

Your appointment will be for a term of 2 consecutive years from 28.09.2016 upto 27.09.2018 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.

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 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

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B. You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV referred to in 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.

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 has been already provided to you.

We also draw your attention to the applicability of SEBI (Prohibition of Insider Trading) Regulations, 2015 and TCL 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 Trinetra 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 are entitled for sitting fees for attending the members of the Board and the Committees of which you are a member as may be 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 Chairman of the Company.

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.

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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 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.

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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 Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this letter along with your detailed profile 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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(i) Name of the Director	:	Sri Arun Datta
Date of Birth	:	14 th June 1947
Date of appointment on the Board as Director	:	25 th March 2010
Date of last reappointment as an Independent Director	:	30 th December 2014
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	:	Nil
List of outside Directorships held in Public Companies	:	Listed Entity: The India Cements Limited Others: 1. India Cements Infrastructures Limited 2. 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	:	The India Cements Limited Audit Committee – Member Stakeholders Relationship Committee – Chairman Audit Committee – Member 1. India Cements Infrastructures Limited 2. Trishul Concrete Products Limited
Relationships between Directors inter-se	:	Nil

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(ii) Name of the Director	: Sri N.R.Krishnan
Date of Birth	: 20th June 1938
Date of appointment on the Board as Director	: 25 th March 2010
Date of last reappointment as an Independent Director	: 30 th December 2014
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	: Listed Entities: 1 The India Cements Limited 2 India Cements Capital Limited 3 Ponni Sugars (Erode) Limited 4 Tamilnadu Petroproducts Limited Others: 1 India Cements Investment Services Limited 2 IT Expressway Limited 3 Tamil Nadu Road Development Company 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	: 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
Relationships between Directors inter-se	: Nil

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(iii) Name of the Director	: Sri V. Manickam
Date of Birth	: 1st April 1952
Date of appointment on the Board as Director	: 12 th November 2014
Date of last reappointment as an Independent Director	: 30 th 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 The India Cements Limited 2 India Cements Capital Limited 3 EID Parry (India) 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

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(iv) Name of the Director	: Sri L.Sabaretnam
Date of Birth	: 19 th June 1940
Date of appointment on the Board as Director	: 28 th May 2010
Date of last reappointment as an Independent Director	: 30 th December, 2014
Expertise in specific functional areas	: Advisor
Qualification	: M.B.A.(Marketing)
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. Biosynth Life Sciences India Limited 2. Chennai Super Kings Cricket Limited 3. Coromandel Sugars 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	: Coromandel Sugars Limited Audit Committee – Member
Relationships between Directors inter-se	: Nil