

HEMADRI CEMENTS LIMITED

Terms and Conditions of Appointment of Independent Directors on the Board of Hemadri Cements Limited.

The term "Independent Director" should be construed as defined under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. The tenure of their appointment would be for a maximum period of five years. The Company is at liberty to disengage a Non-Executive Independent Director earlier subject to compliance of the relevant provisions of the Companies Act, 2013.

The Independent Directors are inducted into the Board as Additional Directors and are subject to confirmation by the Shareholders at the General Meeting of the Company and the extant provisions of applicable laws including (i) Companies Act, 2013; (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (iii) Articles of Association of the Company and are not liable to retire by rotation. The Independent Directors are required to comply with Code of Conduct for Board Members and Senior Management Personnel of the Company, Code for Prevention of Insider Trading and Policies and Procedures framed pursuant to the provisions of the Companies Act, 2013, Listing Agreement, etc., as prevailing from time to time.

Independent Directors are presently entitled to a sitting fee for attending the Board Meetings and its Committee thereof. Independent Directors are entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
