

JK Cement LTD.

CIN: L17229UP1994PLC017199

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

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Registered & Corporate Office :
Kamla Tower, Kanpur-208 001 (U.P.) INDIA

July 28th, 2014

Dr. K.B. Agarwal
7/177-B, Swaroop Nagar,
Kanpur

Dear Sir,

In accordance with the requirements of the Companies Act, 2013 and recent amendments by SEBI to the Listing Agreement, we are pleased to issue this formal appointment letter to you. This letter sets out the terms of your appointment and your roles, duties, responsibilities and liability as an Independent Director on the Board of J. K. Cement Limited.

Kindly return the duplicate copy of this letter, and the Terms of Appointment enclosed herewith, duly signed by you in confirmation.

Yours sincerely
For J K Cement Limited

(Gaur Hari Singhania)
Chairman
[DIN:00054848]



UNITS:

J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
J. K. Cement Works, Gotan
J. K. Cement Works, Muddapur

J. K. Cement Works, Jharli
J. K. White Cement Works, Gotan
J. K. White, Katni
J. K. Power, Bamania



We are pleased to confirm your appointment as an Independent Non Executive Director of the J.K. Cement Limited ("JKCL" or "Company"), as per the provision of the Companies Act, 2013 with effect from 17th May, 2014. I set out below the terms of your appointment:

1. TERM OF OFFICE:

Your appointment has been confirmed by the Shareholders in the 20th Annual General Meeting held on 26.07.2014. You shall not be liable to retire by rotation as per the relevant provisions of the Companies Act, 2013 and Listing agreement.

Your appointment is subject to the provisions of Companies Act, 2013 regarding appointment, fees, expenses, retirement, disqualification and removal of Directors. You may cease to hold office as a Director:

- A) You may at any time resign by written notice. It is desirable that you give the Chairman reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible so that JKCL can plan for succession of skills and experience on the Board; and you may be required to vacate office for any reason pursuant to any of the provisions of the Companies Act, 2013; or
- B) You may be removed as a Director or otherwise required to vacate office under any applicable law and under the Article of Association of the Company.

Your performance as an Independent Director will be reviewed during your tenure with the Company in accordance with processes agreed by the Board from time to time. You agree to participate in such reviews.

2. COMMITMENTS:

A) Independent Director:

You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in a number of Board and Committee Meetings each year. You should strive to attend all the scheduled quarterly Board Meetings, General Meetings; Committee Meetings and other Meetings.

As an Independent Director you should strive to hold and present in at least one Meeting in a year without the presence of non-Independent Directors and members of Management with the sole objective:

- (a) to review the performance of the Chairman of the Company, taking into account the views of Managing Director and non-Executive Directors;

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- (b) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B) The Company:

- The Company shall provide you with adequate notice of the dates of proposed Board Meeting, General Meetings, and Meetings of Committees. As per the provision of the Companies Act, 2013 the Company is expected to give you an advance notice of minimum 7 days of every Board and Committee Meetings. A Meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, shall be present at the Meeting and in case of absence of Independent Directors from such a Meeting of the Board, decisions taken at such a Meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director. The notice of the Board/Committee Meetings will be provided along with the agenda of the Board/ Committee Meetings.
- The Company will train its Board Members in the business model of the Company as well as the risk profile of the business parameters of the Company and their responsibilities as Directors
- The Company will provide special training courses which is conducted by the various professional bodies to ensure that the Directors are refreshed and equipped to perform their role with the highest standards.
- Company shall ensure that Director is update about latest happening in the industry and in the field of law applicable on the Company by allowing them to visit the seminars held in these respect.
- Company shall establish an effective Whistle Blower Mechanism so that the Directors can raise their concerns

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- It shall be the responsibility of the Company to provide the Independent Director with all the information and documents they validly require to fulfill their functions.
- The Company shall ensure that the Independent Directors are aware of their statutory obligations.

3. CODE OF CONDUCT, FUNCTIONS AND DUTIES:

You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience. You will have all the usual duties of an Independent Director under Companies Act and applicable Listing Agreement of the National Stock Exchange and Bombay Stock Exchange, including attendance at Board Meetings, the Annual General Meeting, Meetings of Independent Directors, Meetings with Investors and Shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company or any other member of the Group. You will be required to serve on such Committees as the Board may request, including but not limited to Audit, and/or Nomination and remuneration and/or Stakeholders Relationship and/or CSR and/or Risk Management Committee of Directors and/ or Sub-Committee of Directors. In addition, you will be expected to devote appropriate preparation and travel time ahead of each Meeting.

As a Director of JKCL, you will have legal duties and obligations under Companies Act 2013. It is expected that you will familiarize yourself with the relevant Directors' Duties, roles and responsibilities as prescribed in Schedule IV of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Directors' Meetings.

You may attend the Board or Committee Meeting through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013. You may undertake assignment as may be entrusted by the Company and/or its Board.

4. LIABILITY:

As an Independent Director you will be liable only in respect of such acts of omission or commission by a Company which had occurred with your knowledge, attributes through Board processes, and with your consent or where you have not acted diligently.

5. TECHNOLOGY:

Being a Director you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Director's Meetings.

6. CONFLICT OF INTEREST:

By accepting this appointment you will be deemed to have confirmed that any other position you hold including your Directorships in other organizations, shall not give rise to any conflicts of interest in relation to your appointment as an Independent Director of the Company. you should become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

As an Independent Director you shall not engage in any activity/ies that is not expected from you as an Independent Director.

7. DISCLOSURES:

You shall be required to submit certain information in the prescribed forms on a defined periodicity. Company Secretary shall be the coordinating officer for this matter.

You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence.

During your tenure as an Independent Director you are required to give a declaration in prescribed format that you meet the criteria of Independent every financial year as provided under Section 149 of the Companies Act, 2013.

8. DIRECTORS' FEES:

You shall be paid a sitting fee as decided by the Board from time to time for attending each Meeting of Board as well as the Committee Meetings attended by you, as per the provision of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

Besides, at the discretion of the Board you may be paid commission within the limit prescribed by the Companies Act, 2013 for Non-Executive Directors.

The Company shall reimburse you all traveling, hotel, and other incidental expenses properly and reasonably incurred by you in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company's rules and policies.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

9. REVIEW:

The performance of individual Directors, the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the undersigned as soon as you can.

10. CODE FOR INDEPENDENT DIRECTORS, CODE OF CONDUCT FOR DIRECTORS AND CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR EMPLOYEES, INCLUDING DIRECTORS:

You are required to abide by the Code for Independent Directors, Code of Conduct for Directors and Code of Conduct for Prevention of Insider Trading for Employees, including Directors, available on Company's website.

11. INDUCTION & TRAINING:

Wherever possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the Directors are refreshed and equipped to perform their role in the highest standards and performance possible. You should feel free to request any further information which you require, at any time.

12. INDEMNITY AND INSURANCE PROVISION FOR DIRECTORS AND OFFICERS (D & O) INSURANCE:

The Company may obtain a Directors' & Officers' liability Insurance Policy for you. Details of the same will be provided by the Company Secretary as and when such policy is taken by the Company.

13. CONFIDENTIALITY AND ACCESS TO COMPANY RECORDS:

Under Company law, Directors have a right of access to Company's documents and records, including financial records.

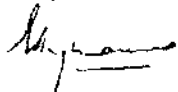
Any confidential information which may come to your knowledge in the performance of your duties as a Director of the Company must not be divulged, except so far as :

- a. may be necessary in connection with the proper performance of your duties to the Company;
- b. the Company may from time to time authorize you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- c. You may be required by law to disclose.

Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of this. Please return the copy to me at the above address. In returning this letter duly signed. You agree that the Company may make this letter publicly available.

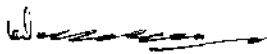
Yours sincerely

For J.K. Cement Limited



Gaur Hari Singhania
Chairman
[DIN: 00054848]

 I have read and agree to the above terms regarding my appointment as an Independent non Executive Director



Dr. Krishna Behari Agrawal
[DIN: 00056830]

Date:

Place: