

Terms and Conditions of Appointment of Independent Director

Date: _____

To, _____

Dear _____,

Re: Your appointment as an Independent Director of ACC Limited

We are pleased to inform you that at the General Meeting held on ___ shareholders have approved your appointment as an Independent Director of the Company to hold office for a period of consecutive years w.e.f. ___ to __. The Brief outline for the appointment is as below:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149(7) of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations') stating that you meet the criteria for independence.
2. So long as you are an Independent Director of the Company, the number of companies in which you hold office as a Director or a Chairman or Committee member will not exceed the limit stipulated under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Listing Agreement.
3. As advised by the Board, during the tenure of office, you may be required to serve on one or more Committees of the Board established by the Company as per its terms of reference.

You have been appointed on the following Committees of the Board:
<<Name of the Committees>>

4. You will comply with the Code of Ethics and Business Principles Applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company as uploaded on the website of the Company.
5. You will comply with the guidelines of professional conduct, role, functions and duties, as an Independent Director provided in Schedule IV of the Act.

6. You will be paid such remuneration by the way of commission, sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees and Commission that may be determined by the Board and Shareholders from time to time.
7. You will not hold office as a Director or any other office in a competing firm/entity,
8. You are expected not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company,
9. The Company has Directors' and Officers' liability insurance and it is intended that the Company will assume and maintain such cover for the **full** term of your appointment.
10. Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

You are requested to sign the duplicate copy of this letter as a token of your acceptance.

Yours faithfully,

For **ACC Limited**

Chairman of the Board