

LETTER OF APPOINTMENT FOR INDEPENDENT DIRECTORS

Mr.

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Dear Mr.,

Sub: Appointment as an Independent Director of Simbhaoli Sugars Limited

It give me pleasure to inform about your appointment as an Independent Director on the Board of Simbhaoli Sugars Limited (hereinafter referred to as SSL or the Company) with effect from _____ under the provisions of the newly enacted Companies Act, 2013 (herein after referred as 'the Act'). Broadly, this letter of appointment sets out the terms and conditions covering your appointment as follows:

1. Your appointment is subject to approval of the Shareholders under the provisions of the Companies Act, 2013 within of the maximum permissible Directorships that one can hold as per the provisions of the Act and the listing agreement.
2. The term Independent Director should be construed as defined under the Act and the listing agreement and the provisions contained therein shall apply.
3. The Board of Directors (the Board) may, if it deems fit, invite you for being nominated on one or more of the existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.
4. As a Non-Executive Independent Director, you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.
5. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature. However, your role and duties will be those normally required of a Non-Executive Independent Director under the Act and the listing agreement, more particularly described in schedule IV to the Act. Copy of the same is enclosed for your reference.
6. You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid sitting fees for attending the meetings of the Board and its Committees as may be decided by the Board and approved by the Shareholders from time to time. The sitting fees presently paid to the Non-Executive Independent Director is Rs. 15,000/- per meeting of the Board or the specified Committee thereof. You will have no entitlement to any bonus during the appointment and no entitlement to participate in any

employee stock option scheme operated by the Company. In addition to the sitting fee, the Company will also reimburse you for travel, other incidental expenses actually incurred for attending the meetings.

7. You are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.
8. All information acquired during your appointment is confidential to SSL and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by SSL.
9. Any material interest that a Director may have in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated.
10. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board.
11. Your appointment may also be terminated by the Board of Directors of the Company and/or the position of director shall be vacated under the provisions of applicable law.

Kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely

For and on behalf of Simbhaoli Sugars Limited

Gurmit Singh Mann
Chairman

I hereby acknowledge receipt of and accept the terms set out in this letter.

Signed

Dated