

# CHENNAI SUPER KINGS CRICKET LIMITED

## CHENNAI

CIN: U74900TN2014PLC098517

**Proposed Reappointment of Mr.K.Ramgopal, Independent Director, including his term of reappointment, at the Annual General Meeting to be held on 18.09.2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") - Draft letter containing Terms and Conditions**

### 1. Appointment

Your reappointment will be for a term of 3 years from 5<sup>th</sup> February, 2021 to 4<sup>th</sup> February, 2024, unless terminated before, 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(s) to be held during the tenure of your term.

### 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 ("the Act") and any amendment thereof.
  - (b) Accountability under the Directors' Responsibility Statement, included as part of the Director's Report.
  - (c) Overseeing the maintenance of high standards of the Company's values and ethical conduct of business.
  - (d) Overseeing the Company's contribution to Corporate Social Responsibility.
  - (e) Overseeing the Company's efforts to preserve the environment.
  - (f) Reviewing the implementation of past Board decisions.
- B. You shall abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act and duties of directors as provided in the Act (including Section 166).
- C. You shall, inter alia, provide guidance in the area of your expertise.

### 3. 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.

### 4. 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.

### 5. 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 Board of Directors.

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.

### 6. 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.

**7. 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 applicable to the Directors, as specified in the Act.

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, you agree to promptly submit your resignation as an Independent Director, to the Company with effect from the date of such change.

**8. 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 cooperation to the Company and provide such information and documents as are necessary and reasonably requested by the Company or its counsel.

**9. 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, this letter shall be disclosed on the website of the Company.

**10. 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. If the aforesaid terms of reappointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

**CHENNAI SUPER KINGS CRICKET LIMITED**  
**CHENNAI**

CIN: U74900TN2014PLC098517

**Brief profile of Independent Director to be reappointed**

I	Name of the Director	:	Sri K. Ramgopal
	Director Identification Number (DIN)	:	07981414
	Date of Birth	:	16 <sup>th</sup> January, 1951
	Date of last appointment on the Board as an Independent Director	:	5 <sup>th</sup> February, 2018
	Category of Directorship	:	Independent, Non-Executive Director
	Qualification	:	B.A., Diploma in Chemical Engineering, PG Diploma in Business Administration
	Brief Profile / Experience	:	Sri K.Ramgopal is an Arts graduate with PG Diploma in Business Administration. He is also a Diploma holder in Chemical Engineering. He has over four decades of wide and varied experience -12 years in Procurement of inventory, over 30 years in-charge of Marketing in the state of Kerala. An ardent lover of cricket, has participated in various sports and games particularly cricket and hockey representing the college.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	15892
	List of outside Directorships held in Public Companies	:	Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se / Key Managerial Personnel	:	Nil	