

CHENNAI SUPER KINGS CRICKET LIMITED

CHENNAI

CIN: U74900TN2014PLC098517

DRAFT LETTER OF APPOINTMENT OF INDEPENDENT DIRECTORS

1. Appointment

The appointment will be for the term specified below, unless terminated before, as per the provisions of this letter or applicable laws ("Term").

S.No	Name of the Independent Director	Term of Appointment
1.	Sri. Sanjay Shantilal Patel	3 Years from 22.02.2024 to 21.02.2027
2.	Sri. V.Manickam	3 Years from 22.02.2024 to 21.02.2027

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:
- Compliance under the Companies Act, 2013 ("the Act") and any amendment thereof.
 - Accountability under the Directors' Responsibility Statement, included as part of the Director's Report.
 - Overseeing the maintenance of high standards of the Company's values and ethical conduct of business.
 - Overseeing the Company's contribution to Corporate Social Responsibility.
 - Overseeing the Company's efforts to preserve the environment.
 - 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 that you meet the criteria of Independence and upon any change in circumstances, which may affect your status as an Independent Director.

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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.

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Brief profile of Independent Directors to be appointed

(I)	Name of the Director	: Sri. Sanjay Shantilal Patel
	Director Identification Number (DIN)	: 00283429
	Date of Birth & Age	: 23.03.1952 & 72 years
	Date of appointment on the Board as Director	: 22.02.2024
	Date of last reappointment as Director	: N.A.
	Category of proposed Directorship	: Independent, Non-Executive Director
	Term of Appointment	: First term for 3 (Three) years from 22.02.2024
	Qualification	: B.Com. (Hons.), FCA
	Brief Profile / Experience	: Sri Sanjay Shantilal Patel is a qualified Chartered Accountant holding a Bachelor's Degree in Commerce and has vast experience in Income Tax (Corporate), International Tax Laws, FEMA, Venture Capital Financing and Mergers. He was the Founder of J.R.S. Patel & Co., Chartered Accountants, which was later converted into a Partnership Firm and is presently in the name of JHS & Associates LLP. He is a Member of the Advisory Committee of many international firms, hospitals, banks etc.
	Remuneration paid and proposed to be paid	: Nil
	Number of equity shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: <u>Listed:</u> The India Cements Limited
	Chairman/Member of the Committees of Board of Directors of the Company.	: Audit Committee - Member
	Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	: The India Cements Limited Audit Committee - Member

(II)	Name of the Director	: Sri. V.Manickam
	Director Identification Number (DIN)	: 00179715
	Date of Birth & Age	: 01.04.1952 & 72 years
	Date of appointment on the Board as Director	: 22.02.2024
	Date of last reappointment as Director	: N.A.
	Category of proposed Directorship	: Independent, Non-Executive Director.
	Term of Appointment	: First term for 3 (Three) years from 22.02.2024.

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Qualification	: B.Sc., ACA.
Brief Profile / Experience	: Sri.V.Manickam is a Chartered Accountant and had over 4 decades of experience of which 3 decades of service in Life Insurance Corporation of India (LIC) in various capacities, the last being Executive Director (Investment, Monitoring and Accounting) and retired as Managing Director and CEO of LIC Pension Fund. Post retirement, he served as Secretary General of Life Insurance Council. He also served as an Independent Director on the Board of E.I.D. Parry (India) Limited for the period of two terms from July 2014 to July 2022. He had served as a Director on the Board of The India Cements Limited for about a decade representing LIC as its Nominee Director and then as Independent Director for two terms from August 2014 to August 2018. He also served as Independent Director in India Cements Capital Limited from February 2015 to September 2022. Presently, he is an Independent Director on the Board of The India Cements Limited and a Non-Executive Chairman of India Cements Capital Limited.
Remuneration paid and proposed to be paid	: Nil
Number of equity shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
List of outside Directorships held in Public Companies.	: <u>Listed:</u> The India Cements Limited India Cements Capital Limited <u>Unlisted:</u> Shriram Life Insurance Company Limited
Chairman/Member of the Committees of Board of Directors of the Company.	: Audit Committee - Member
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director.	: <u>India Cements Capital Limited:</u> Audit Committee - Chairman Stakeholders Relationship Committee - Member
Relationships between directors inter-se / Key Managerial Personnel.	: Nil
No. of Meetings of the Board attended during the year, post his appointment.	: 1