

THIRU AROORAN SUGARS LIMITED

September 30,2017

Mr V Thirupathi
K R V. House,
(Old No. 2), New No. 3
Nineth Lane, Shastri Nagar,
Adyar, Chennai - 600 020

Sir,

**Sub: Your reappointment as Independent Director of the Company
- letter of appointment - reg.**

With reference to the above, we have pleasure in informing you that the Shareholders of the Company at the 61st Annual General Meeting held today have passed the Special Resolution reappointing you as an Independent Director of the Company, in terms of Sections 149 and 150 read with Schedule IV of the Companies Act,2013, for the second term of five years from September 30,2017, with the requisite majority.

Schedule IV of the Companies Act,2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require that the appointment of Independent Directors shall be formalized through a letter of appointment, setting out therein, the terms of appointment and other details as specified in the aforesaid Schedule. Accordingly, we are pleased to issue this letter of appointment, setting out the terms as detailed in the Annexure. This letter together with the annexure and your profile will be disclosed on the website of the Company.

We request you to kindly sign the duplicate copy of this letter and return the same for our records.

Thanking you,

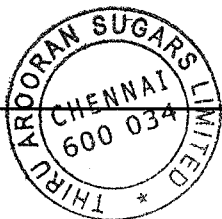
Yours faithfully
for THIRU AROORAN SUGARS LIMITED


R V TYAGARAJAN
CHAIRMAN AND MANAGING DIRECTOR

Encl: As above

Annexure to letter of appointment dated September 30,2017

1. Name of Director : Mr V Thirupathi
2. *Term of appointment:*
Five consecutive years from September 30,2017 till the date of 66th Annual General Meeting, subject to the provisions of Section 149 and 152 and the Schedule thereto of the Companies Act,2013.
3. *Committee Membership:*
The Board of Directors may nominate you to serve on such Committees of the Board as may be appointed by the Board of Directors of the Company from time to time.
4. *Duties and Responsibilities:*
The Board of Directors of the Company is collectively responsible for managing the affairs of the Company. We request you to kindly take note of Section 166 of the Companies Act,2013 which has specified the duties of directors and Part III of Schedule IV of the aforesaid Act which has enumerated duties of an Independent Director.
As an Independent Director of the Company,
 - i) You will abide by the Code for Independent Director as specified in Schedule IV to the Companies Act, 2013, comply with the relevant Listing Regulations in respect of Insider Trading and market related matters and adhere to the Code of Conduct including Code for prevention of Insider Trading, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 notified by the Board for the Directors and Senior Management Personnel of the Company.
 - ii) You will continue to fulfill the criteria in terms of Section 149(6) of the Companies Act,2013 for being considered as an Independent Director of the Company during the aforesaid term/period of appointment;
 - iii) You will not deal in the Equity Shares of the Company during the period of closed window and during other times except with due disclosure to the Board as required.
 - iv) You will not deal with the Company either directly or indirectly in a manner to prejudice your status as an Independent Director of the Company.



Ru

5. *Remuneration:*

You will be paid sitting fees for attending meetings of the Board and the Board Committees of which you are a Chairman/Member, as fixed by the Board of Directors of the Company. In addition, the Company will reimburse expenses which you may incur for attending the Meetings of the Board and Committee.

As required under the Companies Act,2013, and Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of this Letter of Appointment will be uploaded on the website www.tasugars.in and is open for inspection by any Member of the Company during business hours on any working day.



R V TYAGARAJAN
CHAIRMAN AND MANAGING DIRECTOR

Profile of Independent Director

Name of the Director	Mr V Thirupathi
Qualification	B.Com., F.C.A., and M.F.M.
Director Identification Number	00024627
Date of Birth	September 16,1948
Profession /experience in specific functional areas	Retired Senior Executive of ICICI Limited. Experience in Financial Management



Ru