

THIRU AROORAN SUGARS LIMITED

September 30,2014

**Mr R Vijayaraghavan
No 16 Haddows Road
First Street, Kamala Nivas
Nungambakkam
Chennai - 600 034**

Sir,

**Sub: Your appointment 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 58th Annual General Meeting held on September 29,2014 have passed the resolution appointing 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 a term of 5 years from September 29,2014, with the requisite majority.

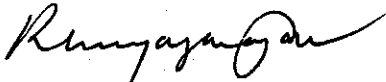
Schedule IV of the Companies Act,2013 and Clause 49 of the Listing Agreement require that the appointment of Independent Directors shall be formalized through a letter of appointment, setting out therein, the terms of appointment and other details as specified in the aforesaid Schedule. Accordingly, 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 30,2014

1. Name of Director : Mr R Vijayaraghavan

2. *Term of appointment:*

Five consecutive years from September 29,2014 till the date ^{of} 63rd 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 regulations of the Listing Agreement 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, 1992 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.




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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 Clause 49 of the Listing Agreement, copy of this Letter of Appointment will be uploaded on its 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 R Vijayaraghavan
Qualification	M.Sc., M.B.A., and B.L.
Director Identification Number	00026763
Date of Birth	January 02, 1950
Profession /experience in specific functional areas	An Advocate by profession and a leading Income Tax Practitioner



A handwritten signature in black ink, appearing to be "R".