

## Terms of Appointment as Independent Director

<b>Name of the Director</b>	Sri T.R.Rajagopalan
<b>Company</b>	Gayatri Sugars Limited
<b>Date of Appointment</b>	<b>30.09.2014</b>
<b>Term of Appointment</b>	<b>Five Years</b>
<b>Roles and Duties</b>	Roles and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the listing agreement.
<b>Sitting fees</b>	Rs.1000 per meeting of the Board and Rs.1000/- per meeting of the Audit Committee.
<b>Reimbursement of expenses</b>	In addition to the sitting fee, company will reimburse for travel, hotel, and other incidental expenses incurred in discharging roles and duties.
<b>Induction</b>	Should attend induction session, ongoing training and familiarisation sessions, including briefings from management and site visits.
<b>Evaluation</b>	Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis. Appointment and re appointment on the Board shall subject to the outcome of the yearly evaluation process.
<b>Disclosure of Interest</b>	Any interest should be disclosed not later than when the transaction or arrangement comes up at a Board meeting.
<b>Termination</b>	Resign from the position upon serving reasonable written notice on the Board.