

Letter of Appointment of the Independent Directors of Emami Paper Mills Limited

Name & Address of the Independent Director

Date:

Dear Shri _____,

Sub: Appointment as an Independent Director under Section 149 of the Companies Act, 2013

As required under Section 149 of the Companies Act, 2013 read with Schedule IV and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 we are pleased to confirm that the Board of Directors and the Shareholders of Emami Paper Mills Limited (the Company) have approved your appointment as an Independent Director of the Company.

This letter sets out the terms of your appointment as under:

I. Appointment

In accordance with the provisions of the Companies Act, 2013 and other applicable laws read with Regulations under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, you will serve as an Independent Director of the Board for a term of five consecutive years not liable to retire by rotation commencing from 1st April, 2019 as approved by the shareholders at the 36th Annual General Meeting of the Company held on 10th August, 2018.

II. Board Committees

As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established/ to be established by the Company.

Currently, the Board has Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee, Finance Committee, Project Management Committee and Fund Raising Committee.

All these committees are represented by the Independent Directors. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Chairperson of the Board, in consultation with the Company secretary and the committee members, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

You have been nominated to serve on the following committees:

Sl. No.	Name of the Committee	Designation
1.	Audit Committee	Chairman/Member
2.	Nomination & Remuneration Committee	Chairman/member
3.	Corporate Social Responsibility Committee	Chairman/member
4.	Stakeholders Relationship Committee	Chairman/member
5.	Finance Committee	Chairman/member
6.	Project Management Committee	Chairman/member
7.	Fund Raising Committee	Chairman/member

Audit Committee

The functions of the Audit committee will be governed by the provisions of Section 177 of Companies Act, 2013 along with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 to be read with Part C of Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time including effective compliance of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Vigil Mechanism and Risk Management.

Nomination & Remuneration Committee

The functions of the Nomination and Remuneration committee will be governed by the provisions of Section 178 of Companies Act, 2013 along with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to be read with Part D(A) of Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time.

Corporate Social Responsibility (C.S.R.) Committee

The functions of the Corporate Social Responsibility Committee will be governed by the provisions of Section 135 of Companies Act, 2013 read with Schedule VII as amended from time to time.

Stakeholders Relationship Committee

The functions of the Stakeholders Relationship Committee will be governed by the provisions of Section 178 of Companies Act, 2013 along with Regulation 20 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to be read with Part D(B) of Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time.

Finance Committee

The Finance committee shall act in accordance with the terms of reference approved by the Board at their meeting held on 06th May, 2015 subject to amendments in the terms of reference from time to time by the Board.

Project Management Committee

The Project Management committee shall act in accordance with the terms of reference approved by the Board at the Board Meeting held on 14th August, 2017 subject to the amendments in the terms of reference from time to time by the Board.

Fund Raising Committee

The Fund Raising committee shall act in accordance with the terms of reference approved by the Board at the Board Meeting held on 31st August, 2017 subject to the amendments in the terms of reference from time to time by the Board.

III. Familiarization Program of Independent Directors

The Company shall provide need based training to Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The details of such familiarization program imparted shall be disclosed in the Annual Report and in the website of the Company.

IV. Professional Conduct

As an Independent Director, guidelines of professional conduct as mentioned in Schedule IV attached to Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other provision of the law will be applicable as amended from time to time.

Copy of Code of Conduct (Schedule IV) and relevant provisions of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed herewith for ready reference.

V. Duties

The Independent Directors shall have functions, responsibilities and duties as per the provisions of Schedule IV read with section 149 of the Companies Act, 2013 along with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to each Director.

VI. Separate meetings

(1) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-Independent Directors and members of management;

(2) All the Independent Directors of the Company shall strive to be present at such meeting;

(3) The meeting shall:

(a) inter alia review the performance of non-Independent Directors and the Board as a whole;

(b) review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;

(c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VII. Fees

The Directors shall be paid remuneration in the form of Directors sitting fees for attending Board Meetings and Committee Meetings thereof as fixed by the Board from time to time as per the provisions of Companies Act, 2013 and bear all expenditure in relation to their travelling and out of expenses.

VIII. Directors & Officers Insurance

The Company maintains a Directors and Officers insurance policy (D & O policy) amounting to Rs. 3.50 crores pay for the personal liability of Directors and officers for claims made against them while serving on the Board and/or as an officer of the Company. The Company also maintains a Group Personal Accident Policy for its Non-Executive Independent Directors for a sum of Rs. 10.00 lacs each which shall include travelling by any mode for the purpose of performance of their duties. The coverage of the insurance as aforesaid will be reviewed by the management from time to time.

IX. Memberships of other boards

It is expected that you will not serve on the boards of competing companies without the intimation to the Board. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

X. Availability of information to the Board and its Committee

The Board has full and unfettered access to any information of the Company, and to any employee of the Company. At Board meetings, the Board invites managers of the Company when additional details into the items being discussed are required.

XI. Mechanism for evaluating Independent Directors

- (1) The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

XII. Resignation or Removal

The resignation or removal of an Independent Director shall be in the same manner as is provided in section 168 and 169 of the Companies Act, 2013. Copy of relevant provisions of Section 168 and 169 of the Act is enclosed herewith for ready reference.

XIII. Dealing in shares and Code of conduct

Directors are prohibited from dealing in Company's shares during the period when the trading window is closed. You are required to comply with the applicable insider trading laws

and regulations. You are also required to comply with the Company's Code of Conduct and Ethics, as already circulated and affirmed by all the Directors and Senior Managerial Personnel (SMP).

XIV. Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We are confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,

Yours sincerely,

By order of the Board

Executive Director