

SRI. D. MUTHUSAMY

Date of Birth and Age : 11.09.1949 (64 Years)

Date of Appointment in Board : 12.02.2007

Qualification : B.A.

Experience

He brings a vast experience of the paper industry in paper mill process for 30 years. He worked in paper mills at various positions, keeps himself updated about the latest technologies used in the paper industry. He is presently the Chairman of Nomination and Remuneration committee & he is also a member of our companies Audit committee and Shareholders / Investors Relation Committee.

Number of Shares held in the company : Nil

Relationship with other directors : He is not related to any other director

Directorships in other Companies : Danalakshmi Paper Mills Private Limited
Servall Engineering Works Private Limited

Membership in other Committees : Nil

SERVALAKSHMI PAPER LIMITED



SPL/SEC/2014-15/ 136

Date: 26th Day of September 2014

To,

D. MUTHUSAMY
Muthalapuram,
Ethilode, Nilakottai Taluk,
Dindigal,
Tamil Nadu - 624219

Sir,

Sub: Appointment Letter

We are pleased to inform you that the shareholders at their Annual General Meeting held on 26th September 2014 have approved your appointment as an Independent Director (ID) of the Company, as envisaged under section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

The terms and conditions of your appointment are as follows:

1. The term of appointment:

Your appointment as an Independent Director is for a period commencing from 26th September 2014 to 25th September 2019, during which period you will not be subject to retirement by rotation. Your tenure will also be subject to your continuing to meet the criteria of independence.

2. The expectation of the Board from the Independent Director

- a. *Time Commitment*:- The Company anticipates a commitment of sufficient time and attention as necessary in order to perform your duties under the appointment.



Page 1 of 5



- b. *Strategy*:- The Company expects that you will constructively contribute to the development of strategy.
- c. *Performance*:- You shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- d. *Risk*:- You should satisfy yourself that the financial information is accurate and that financial controls and systems of risk management are robust and defensible.
- e. *Confidentiality*:- You must apply the highest standards of confidentiality and not disclose to any person or Company (whether during the course of the Appointment or at any time after its termination) any confidential information concerning the Company and any group Companies with which you come into contact by virtue of your position as a Non-Executive Independent Director of the Company.

3. Appointment in Board-level committees and its tasks.

During your tenure of appointment you may be asked to serve on one or more of the board Committees and you will be provided with copies of the terms of reference for each of those committees.

4. The fiduciary duties that come with such appointment along with accompanying liabilities:

- a. You will submit a declaration in the beginning of every financial year under section 149 (7) of the Companies Act, 2013 ("the Act") during your tenure confirming whether you meet the criteria of independence.
- b. You will promptly inform the Board of any change in the status of your independence.



SERVALAKSHMI PAPER LIMITED



- c. You shall not breach any of the terms and conditions pertaining to Independent Directors as mentioned in the Companies Act, 2013 or the listing agreement or any other Act or Regulations.
- d. You shall display utmost alacrity in approving financial statement.
- e. You shall disclose interest in any of the contract or arrangements proposed to be entered by the Company you should disclose the interest on periodical basis as required under law.
- f. You shall strive to attend all meeting including Board, Committee and General Meetings. You shall actively participate in the meetings.
- g. You shall not compromise or allow to compromise "Independence"
- h. You shall not misuse the assets, Property, information or any other matter that may be in possession, in the capacity as a Director of the Company.
- i. You shall not engage in Insider Trading activities.
- j. You shall ensure compliance of all the laws of the land.

The above list is only indicative and not exhaustive.

5. Insurance

The Company is yet to take "Directors and Officers Liability Insurance Policy" to cover liabilities of the Directors of the Company.





6. The Code of Business Ethics that the Company expects its directors and employees to follow:

The Company has formulated a detailed Code of Conduct for the Board of Directors and Senior employees of the company. The code of conduct is also displayed in the Company's website. A copy of the same is enclosed as Annexure-I. You shall annually affirm, in writing, the compliance with the code.

7. The list of actions that a director should not do while functioning as such in the company.

You shall not

- i. misuse the information in your possession for personal gains.
- ii. engage in any way (both directly or indirectly) with the competitors.
- iii. In any way indulge in activities which may be construed as conflict of interest.
- iv. Break any law of the land or indulge or provoke the co-directors or employees to do the same.
- v. enter into any contract or arrangements wherein you directly or indirectly interested.

The above list is only indicative and not exhaustive.

8. The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

The remuneration policy for non-whole time directors, including the independent Directors, is reviewed by the Board or Committee thereof. Presently all the Non Executive Directors are remunerated by way of Sitting Fees. The expenses incurred by the Directors for attending the Board or Committee Meetings or any other work are reimbursed.



SERVALAKSHMI PAPER LIMITED



9. Others:

The Appointment Letter is issued based on the Act, Rules and other Regulations prevalent at the time of appointment. Any change in above, shall automatically entail changes in the terms and conditions.

The Board or its Committee is empowered to change the policy, from time to time. Such change in policy shall be informed to you.

The Board or its Committee are empowered to review and change the terms and conditions of this letter. Any changes, thereof, will be informed to you.

We hope to sail smoothly and look forward for your valuable contribution to the growth of the Company.

Thanking you

Yours faithfully



For **SERVALAKSHMI PAPER LIMITED**

J. J. J. J.

CHAIRMAN