



Seshasayee Paper and Boards Limited

Regd Office & Works : Pallipalayam, Namakkal District,
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Ref: SH/ B 4/ 188

2014 09 29

Sri A L Somayaji
Chennai

Dear Sir,

Sub: Independent Director - Letter of Appointment

We are pleased to inform you that the Shareholders of the Company have passed the Resolution by overwhelming majority through Postal Ballot, whose results were announced today, viz., September 29, 2014, appointing you as an Independent Director of the Company for a period of five years from September 29, 2014 and not liable to retire by rotation.

Section 149(8) of the Companies Act, 2013, read with Schedule IV thereto and Clause 49 of the Listing Agreement, inter alia, requires a company to issue a formal Letter of Appointment to Independent Directors. This letter, along with the detailed profile of the Independent Director, shall be disclosed on the web site of the Company and Stock Exchanges within one day of such appointment.

We are, accordingly, pleased to issue this Letter of Appointment, setting out the terms in deference to the above stipulations as attached.

We would request that the duplicate of this Letter of Appointment be signed and returned to us for our records.

With regards,

Sincerely yours
For Seshasayee Paper and Boards Limited

(N GOPALARATNAM)
Chairman

Encl:



Letter of Appointment for Independent Director

- 1 *Name of Director* : Sri A L Somayaji
- 2 *Term of appointment* : For a term of five years from September 29, 2014 and not liable to retire by rotation.

3 *Board Expectation:*

- i) You will sustain your independence and continue to fulfill the criteria specified u/s 149(6) of the Companies Act, 2013 for being considered independent during the entire tenure.
- ii) You will abide by the Code for Independent Directors specified in Schedule IV to the Companies Act, 2013.
- iii) You will promptly file the declarations and/ or confirmation required under the Company Law, SEBI regulations and other legislations.

4 *Duties and Responsibilities*

Directors are in essence trustees and have fiduciary duties. They are therefore to display utmost care, skill and diligence in the exercise of their powers and functions on behalf of the Company. The general obligations and liabilities of a Director are essentially based on the common law principles.

Section 166 of the Companies Act, 2013 has now made specific prescription outlining the duties of Directors. Part III of Schedule IV to the Companies Act, 2013 has further listed the duties of an Independent Director. You are requested to take note of these provisions.

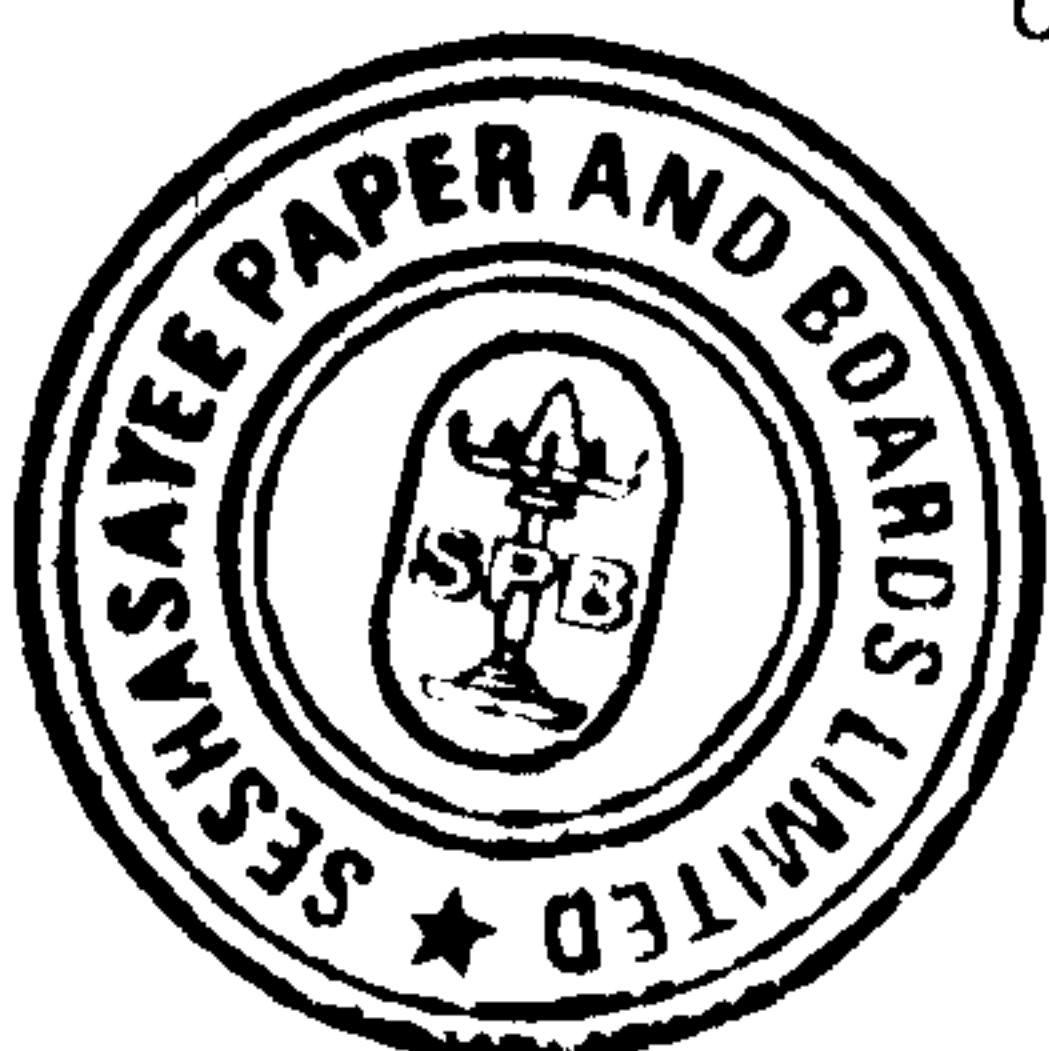
5 *Insurance Cover*

Our Company has taken a Directors & Officers (D&O) insurance cover to protect directors against any eventual claim or liability in the discharge of their functions. Presently the sum insured is ₹ 1100 lacs.

6 *Code of Business Ethics*

The Company has prescribed a code of conduct for Directors and senior management personnel. It has also framed a code of conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992.

You are requested to conform to these codes and give annual declarations of compliance.



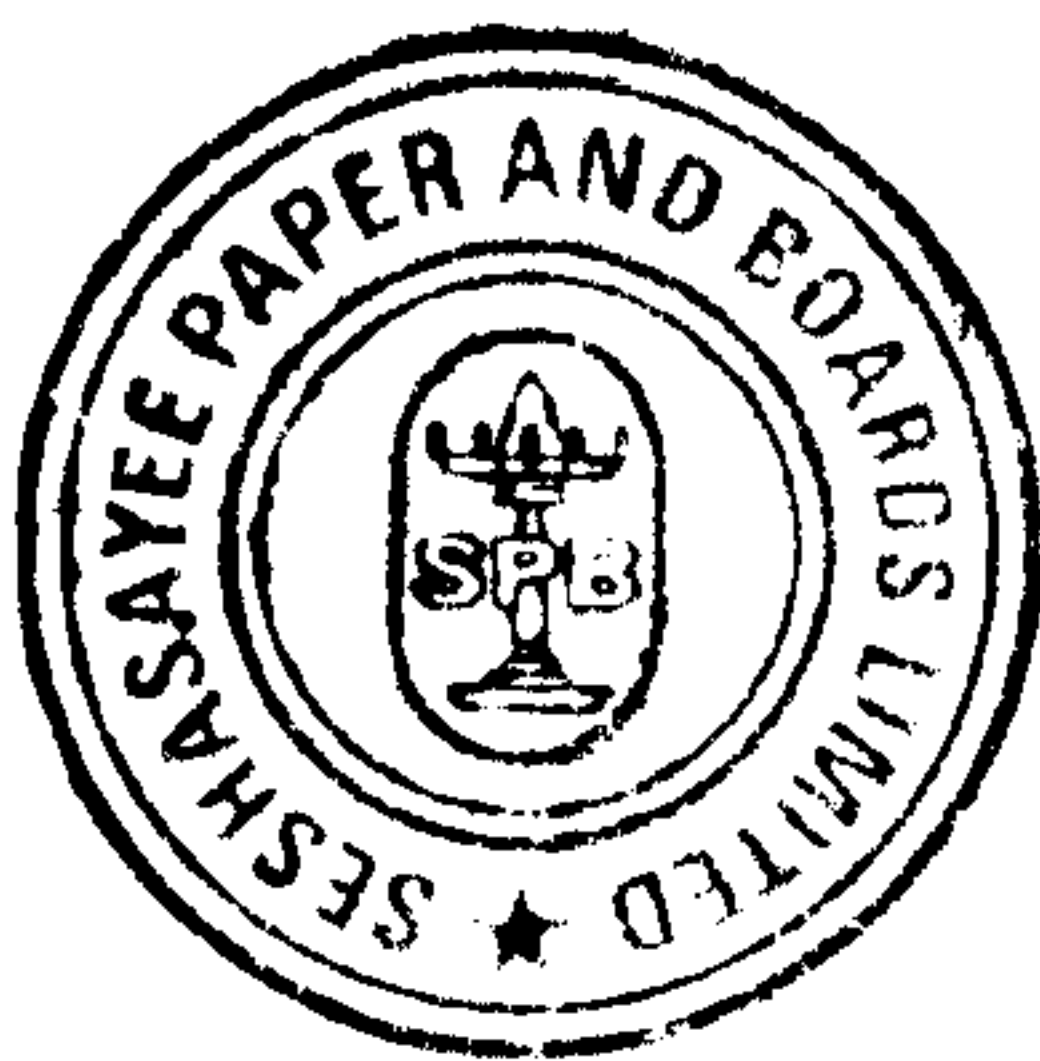
7 *Negative List*

You will during your tenure as Independent Director :

- i) not deal with the company either directly or indirectly in a manner to prejudice your status as Independent Director.
- ii) not deal in the securities of the during periods of closed window and during other times except with due disclosures to the Board as required.
- iii) not act in a manner leading to conflict of interest at any point of time.

8 *Remuneration*

- i) You are eligible for Sitting Fee for attending every meeting of the Board or Committee at rates fixed by the Board from time to time.
- ii) You will be eligible for reimbursement of expenses for attending Board or Committee meetings or in relation to other business purposes of the Company.
- iii) Profit based commission is payable to Non-executive Directors within the ceiling prescribed under the Companies Act, 2013 and as determined by the Board in exercise of powers delegated by Shareholders.



Sri A L Somayaji :

Date of Birth and Age : 27 01 1944 & 70 years

Date of Appointment : 29 09 2014

Expertise in specific functional areas :

Sri A L Somayaji is Advocate General Government of Tamilnadu. He is in the Editorial Board of 'Supreme Today', 'Current Tamilnadu Cases', 'Labour Law Journal' and 'Sales Tax Cases'. He is Legal Advisor to various corporates.

Qualification : B.Com, B.L

Number of shares held in the
Equity Capital of the Company : Nil

Relationship with other Directors : He is not related to any other Director.

Directorship in other companies : High Energy Batteries (India) Limited
Esvi International (Engineers & Exporters) Limited
Commercial Laws of India Private Limited

Committee / executive positions held : High Energy Batteries (India) Limited :
in other companies

Chairman :

- Audit Committee
- Nomination-cum-Remuneration Committee