



**Seshasayee
Paper and
Boards Limited**

Regd Office & Works : Pallipalayam, Namakkal District,
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CIN : L21012TZ1960PLC000364

Ref: SH/ B-4/ 268

2019 03 29

**Sri Mohan Verghese Chunkath
Chennai**

Dear Sir,

Sub: Independent Director - Letter of Appointment

We are pleased to inform you that the Shareholders of the Company, in terms of Postal Ballot undertaken, have passed the Resolution appointing you as an Independent Director of the Company, to hold office for a fixed term of 5 years from 1st April 2019 to 31st March 2024, 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 with the Stock Exchanges, 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 website 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 copy 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 Mohan Verghese Chunkath
- 2 Term of Appointment** : 1st April 2019 to 31st March 2024

3 Board Expectation:

- (i) You will sustain your independence and continue to fulfill the criteria specified under Section 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 Committees :

You have already been serving in the following Committees of the Company:

Name of the Committee	Position	First Date of Appointment
	Nil	

You will continue to serve in all these Committees and you are well aware of the tasks involved in each of these Committees. You may write to the Company Secretary for any clarification or confirmation required.

5 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.



6 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 ₹ 1224 lakhs.

7 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.

8 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 company 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 in time.

9 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 MOHAN VERGHESE CHUNKATH, IAS (Retd.)

Director Identification Number	:	01142014
Date of Birth and age	:	10 03 1956 (62 years)
Qualification	:	M, Sc (Zoology), IAS (Retd.)
Expertise in specific functional areas: <p>Mr Mohan Verghese Chunkath was born in Thrissur, Kerala, on March 10, 1956. He holds a post-graduate degree in Zoology. He belongs to the 1978 batch of IAS Officers.</p> <p>As additional Chief Secretary, Mr Chunkath was heading the Tamil Nadu State Department of Environment and Forests since December 2012. He was later posted as Chief Secretary in May 2014 and held this post till December 2014. Later he become a Director, Anna Institute of Management and Director General of Training. He retired from this position on March 31, 2016.</p> <p>Mr Chunkath has held various positions, including that of Collector of Dharmapuri District and Secretary in charge of Higher Education Department. As the Chairman-cum-Managing Director of the Tamil Nadu Energy Development Agency from January 2008 to May 2009, he identified solar energy as an area to be promoted vigorously.</p> <p>He served as an Independent Non-Executive Director of our Company since February 2013 until July 2014, as Nominee Director of Tamilnadu Government. He was ex-office Director of Tamil Nadu Water Investment Company Limited, Nominee Director of the Tamil Nadu Forest Plantation Corporation Limited, ex-officio Director of the Tamilnadu Tourism Development Corporation Limited and ex-officio Director of Adyar Poonga.</p> <p>Mr Mohan Verghese Chunkath is currently the Secretary of the Auroville Foundation, Puducherry.</p>		
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	:	--
Committee / executive positions held in other Companies	:	--