



# Seshasayee Paper and Boards Limited

Regd Office & Works : Pallipalayam, Namakkal District,  
Erode - 638 007, Tamilnadu, India, Ph : 91 - 4288 - 240221 to 240228  
Fax: 91 - 4288 - 240229 email : edoff@spbld.com Web : www.spbld.com  
CIN : L21012TZ1960PLC000364

**Ref: SH/ B-4/ 626**

**2019 09 18**

**Dr Nanditha Krishna  
Chennai**

Madam,

**Sub: Independent Director - Letter of Re-appointment.**

**Ref: Postal Ballot Notice dated 27<sup>th</sup> July 2019 with Voting period commencing  
on 17<sup>th</sup> Aug 2019 (9:00 AM) and ending on 18<sup>th</sup> Sep 2019 (5:00 PM).**

We are pleased to inform you that the shareholders of the Company have passed the Special Resolution through Postal Ballot, cited above under reference, re-appointing you as an Independent Director of the Company.

Post obtaining the Scrutiniser's report, the results of the Postal Ballot were announced on 18<sup>th</sup> September 2019.

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 announcement.

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** : Dr Nanditha Krishna
- 2 **Term of Appointment** : 29<sup>th</sup> September 2019 to 28<sup>th</sup> September 2024
- 3 **Board Expectation:**
  - a) 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.
  - b) You will abide by the Code for Independent Directors specified in Schedule IV to the Companies Act, 2013.
  - c) 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 ₹ 2000 lakhs.

- 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:

- a) not deal with the company either directly or indirectly in a manner to prejudice your status as independent director.
- b) 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.
- c) not act in a manner leading to conflict of interest at any point in time.

**8 Remuneration:**

- a) 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.
- b) You will be eligible for reimbursement of expenses for attending Board or Committee meetings or in relation to other business purposes of the Company.
- c) 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.





**DR NANDITHA KRISHNA :**

<b>Director Identification Number</b>	:	00906944
<b>Date of Birth and age</b>	:	18 07 1951 (68 years)
<b>Date of last Appointment</b>	:	29 09 2014
<b>Qualification</b>	:	B.A., Ph.D
<b>Expertise in specific functional areas</b>	:	She is an authority on Indology and an Environmental educationist. She is a writer on Indian Arts and Culture, Environmental History and Ecological Heritage of India and Cambodian Art. She has undertaken numerous Research Projects. She is a regular publisher of books and Editor of Eco News and Indian Journal of Environment Education. She has won several awards and recognitions for her outstanding works.
<b>Number of shares held in the Equity Capital of the Company</b>	:	Nil
<b>Relationship with other Directors</b>	:	She is not related to any other Director
<b>Directorship in other Companies</b>	:	Managing Director : - Krishna Process Equipment Pvt. Ltd Director : - Ponni Sugars (Erode) Ltd - Aspick Engineering Pvt. Ltd - Aspick Green Tech Pvt. Ltd - Humane Society International: India Director : - C P Ramasamy Aiyar Foundation - C P R Environmental Education Centre
<b>Committee / executive positions held in other Companies</b>	:	Nil