



## THE WEST COAST PAPER MILLS LTD.

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ZZI:BMN:Share:08:  
February 02, 2015

### LETTER OF APPOINTMENT

Shri Krishna Kumar Karwa  
Emkay Global Financial Services Ltd.,  
Paragon Centre  
Pandurang Budhkar Marg  
Opp. Century Mills  
Worli, Mumbai-400 013

Dear Sir,

### Re : Form DIR-2 dated 02.02.2015

We are pleased to appoint you as Independent Director w.e.f. 02.02.2015 for a period of 3 years i.e., up to 01.02.2018.

Your Role & functions, Duties and other terms & conditions are as enumerated in Schedule IV & Section 166 of the Companies Act, 2013 and are therefore, not again spelt out here.

You will also adhere to "Guidelines of professional conduct" as described in the said Schedule apart from compliance to the Code of Conduct as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and also as per Clause 49 of the Listing Agreements(copies attached). Further, as Independent Director you will also comply with relevant regulations as may be issued by the Government of India and other statutory bodies as set up by it.

You will also strive to be present in a separate meeting of Independent Directors of the Company once in a year to perform the functions as described in the Schedule IV of the Companies Act, 2013.

Your performance will also be evaluated by the entire board of directors (excluding your goodself) as required under Schedule IV of the Companies Act, 2013 and on the basis of the same it shall be determined whether to extend or continue the term of your appointment.

You will be paid remuneration in the form of sitting fees as fixed by the Board of Directors of the Company for attending the Board & Committee Meetings. Further, you will be reimbursed expenses for attending the Board/Committee Meetings.

The Company has taken "Directors & Officers liability insurance policy" which is valid till 17.06.2015 and it will be extended from time to time to cover full tenure of your appointment.

You are requested to kindly acknowledge the same.

Thanking you,

Yours faithfully,  
For The West Coast Paper Mills Ltd.

S.K.Bangur  
Chairman & Managing Director

REGISTERED OFFICE & WORKS ; BANGUR NAGAR, DANDELI-581 325 (KARNATAKA)