



WEST COAST PAPER MILLS LTD.

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May 29, 2019

LETTER OF APPOINTMENT

Shri P N Kapadia
6, Haveli
19, L D Ruparel Marg
MUMBAI-400 006

Dear Sir,

Re : Board Meeting held on 29.05.2019

We are pleased to re-appoint you (2nd term) as Independent Director w.e.f. 30.05.2019 to continue to hold office for further period of 3 years i.e., up to 29.05.2022.

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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

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 17.06.2020 and it will be extended from time to time to cover full tenure of your re- appointment.

You shall abide by the BSE & NSE circulars (as per SEBI orders), dated 20.06.2018, in case you are restrained from acting as director by virtue of SEBI order or any other such authority.

You are requested to kindly acknowledge the same.

Thanking you,

Yours faithfully,

For West Coast Paper Mills Ltd.

S.K.Bangur
Chairman & Managing Director