



Sri .....  
( Name of Independent Director)  
Address.....  
.....  
.....

Date.....

Dear Sir,

**Sub: Appointment as Independent Director**

We thank you for your confirmation to Agio Paper & Industries Ltd. ( the “Company”) that you meet the independence criteria as envisaged in section 149(6) of the Companies Act,013 (“2013 Act”) and clause 49 of the Listing Agreement [as amended vide circular issued by Securities and Exchange Board of India ref no. CIR/CFD/POLICY CELL/2/2014 Dated April 17,2014 and also for your consenting to hold office as a director of the company.

Pursuant to your confirmation, we are pleased to inform that upon that upon the recommendation of the Board, the shareholders have approved your appointment as an Independent Director on the Board of the Company with effect from 24<sup>th</sup> September,2014 for a term of five years. It is a matter of great honour and privilege to have you on our Board.

You may please note of the various details relating to your appointment as Independent Director of the Company as per Annexure I.

We seek your valuable contribution and co-operation in pursuit of company objective.

Thanking You.  
For Agio Paper & Industries Ltd.

s/d-  
Ankit Jalan  
Executive Director  
Director)

( Signature of acceptance of Independent



## ANNEXURE –I

1. **Term of Appointment:** The term of your appointment as independent director shall be five years with effect from 24<sup>th</sup> September, 2014 till the 34<sup>th</sup> Annual General Meeting of the Company and shall be eligible for reappointment as per provisions of Companies Act, 2013.

2. **Members of Board Level Committees:** You would serve as member of the committee of Board of Directors where you are already member and also to all such committees where the Board may nominate you from time to time.

3. **Expectations of the Board from you:** You will devote such time to the affairs of the company as is required by you to perform your duties as Independent Director. By accepting the appointment, you confirm that you will be in a position to allocate sufficient time to meet expectation of your role.

4. **Roles & Duties:** Your role and duties will be those normally required of a Non Executive Independent Director under Companies Act, 2013 and the Listing Agreement. There are certain duties prescribed for all directors, both Executive and Non Executive, which are fiduciary in nature and are as under:

- a. You will act in accordance with the articles of the company.
- b. You will act in good faith to promote the objects of the company for the benefits of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and protection of the environment.
- c. You will exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.



d. You will not involve in a situation in which you may have a direct or indirect interest that conflicts or may possibly conflict with the interests of the company.

e. You will not achieve or attempt to achieve any undue gain or advantage either to yourself or any of your relatives, partners or associates.

f. You will not assign the office of the director of the company except where specifically permitted under the Companies Act, 2013 or the rules made thereunder.

g. You will comply with duties as specified under Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 or under any other statutory enactments, as may be applicable.

h. You would also comply with the following internal policies of the company :

- Code of conduct ( as posted on website)
- Code of Internal Procedures & Conduct for prevention of Insider Trading.
- Whistle Blower Policy ( as posted on website)

5. **Liabilities:** You as an independent director shall be held liable, in respect of acts of omission or commission by company, which had occurred with your knowledge attributable through board processes and with your consent or where you had not acted diligently.

6. **Remuneration:** You will be entitled to sitting fees for attending the meeting of board of directors as may be approved by the board subject to limits prescribed from time to time.

You are requested to furnish a declaration every year confirming your eligibility to hold the office of Independent Director of the company or whenever there is a change of circumstances, which may affect your status as independent director.



**Regd. off. : Agio Paper & Industries Ltd.**  
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