



SYLVAN PLYBOARD (INDIA) LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Registered Office: NH-2, Delhi Road, Champsara, Chinnamore, Baidyabati,
Hooghly-712222, WB

Corporate Office: Adventz Infinity@5, Block-BN5, Office No- 802, Sector-V, Saltlake,
Kolkata-700091, WB

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations, 2015) effective from December 01, 2015, the Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and any other relevant information through various initiatives. The Board of Directors is encouraged to take up / participate in various training sessions to ensure that the Board members are kept up to date.

The broad terms and conditions of their appointments as Independent Directors of the Company are reproduced hereunder:

1. Appointment

The terms and conditions of appointment of the Independent Directors of the Company shall be in accordance with the requirements of the provisions of the Companies Act, 2013 (the “Act”) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”).

As Independent Directors, they will not be liable to retire by rotation.

Reappointment at the end of the term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.

The Directors may be requested to be a member / Chairman of any one or more Committees of the Board which may be constituted from time to time.

2. Role, duties and responsibilities

A. As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

- Fulfil a useful role in succession planning.
- On issues such as strategy, performance, risk management, resources, key appointments and standards of conduct he or she must support in gaining independent judgment to bear the board’s deliberations.
- While evaluating the performance of the board and management of the company, he or she needs to bring an objective view.
- Scrutinising, monitoring and reporting management’s performance regarding goals and objectives agreed in the board meetings.

- Safeguard the interests of all stakeholders, particularly the minority shareholders.
- Balance the conflicting interest of the stakeholders.
- Check on the integrity of financial information and ensure financial controls and systems of risk management are in operation.
- In situations of conflict between management and shareholder's interest, aim towards the solutions which are in the best interest of the company.
- Establishing suitable levels of remuneration of executive directors, key managerial personnel, and senior management.

B. They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to section 149(8) of the Companies Act 2013, and duties of directors as provided in the Companies Act 2013 (including Section 166) and in Clause 49 of the Listing Agreement.

C. They are particularly requested to provide guidance in their area of expertise.

3. Time Commitment

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

4. Remuneration

As Independent Directors, they shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

In addition to the sitting fees, commission that may be determined by the Board may also be payable to them. In determining the amount of this commission, the Board supported by the Nomination and Remuneration Committee may consider performance of the Company and their performance as evaluated by the Board.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

5. Code of Conduct

The independent directors must adhere to the code of conduct and fulfil their responsibilities in a professional and faithful manner. Such conduct in discharging their duties and fulfilling responsibilities will promote confidence in the investment community, especially minority shareholders and regulators. The Act provides the following guidelines for professional conduct for independent directors:

- Uphold ethical standards of probity and integrity.
- Act constructively and objectively while exercising duties.
- Exercise powers in a bona fide manner in the interest of the company.
- Devote sufficient attention and time towards professional obligations for balanced and informed decision making.
- Refrain from an action that would lead to loss of independent decision-making.
- Where circumstances make an independent director lose his independence, the independent director must immediately inform the Board.
- Assist the company in implementing the best corporate governance practices.

Unless specifically authorised by the Company, they shall not disclose company and business information to constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers.

Their obligation of confidentiality shall survive cessation of their respective directorships with the Company.

The provisions of both, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct on Prevention of Insider Trading, prohibiting disclosure or use of unpublished price sensitive information, would be applicable to the Independent Directors.

Additionally, they shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company.

All Directors are required to sign a confirmation of acceptance of the Code of Conduct for Directors as adopted by the Board on annual basis.

6. Training and Development

The Company may, if required, conduct formal training program for its Independent Directors. The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the Whole Board.

7. Performance Appraisal / Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

8. Disclosures, other directorships and business interests

During the Term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose the same to the Chairman and the Company Secretary.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the Companies Act 2013, upon any change in circumstances which may affect their status as an Independent Director.

9. Changes of personal details

During the Term, they shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

10. Disengagement

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later. Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the Companies Act 2013) upon:

- Violation of any provision of the Code of Conduct as applicable to Directors,
- the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act.

11. Policy review

The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy. In the event of any conflict between the provisions of this policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.