

To,
Mr. Sourabh Mathur,
DIN: 08354589,
Address: Near Railway Station,
Jagmandar Das Road, Bijnor, UP- 246701

DRAFT

Terms of Appointment as Independent Director

A. Appointment or Term of Office:

The Board has proposed the appointed of Mr. Sourabh Mathur as Non-Executive Independent Director of Mohit Paper Mills Limited (hereinafter called MPML/ the Company) for second term w.e.f. February 14, 2024 to February 13, 2029 but subject to the approval of the member in 31st Annual General Meeting will be held on Friday, September 29, 2023 pursuant to the applicable provisions of the Companies Act, 2013 (herein after called “the Act”) and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (herein after called “the Regulation”). As an Independent Director you will not be liable to retire by rotation.

The term Independent Director should be construed as defined under Act and the Regulation.

Your appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Act and the regulation.

B. Commitments:

Independent Director: You will be expected to devote such time as is necessary for the proper performance of your duties and as an independent member of the Board, you will be involved in meetings of the Board and its various Committees from time to time. You would strive to attend all the scheduled Board meetings, General Meetings; meetings of the Board Committee(s) and other meetings or attendance as necessary. By accepting this appointment, you confirm that you would be able to allocate sufficient time to meet the expectations of your role and do such work as may be required by the Company under the Act and the Regulation as may be applicable.

The Company: The Company shall provide you with adequate notice of the dates of proposed Board meeting, general meetings, and meetings of Board committee(s). As per the provisions of the Act and the Regulation, the company is expected to give you an advance notice of minimum 7 days of every meeting of the Board and its Committee(s) or and subject to the Act and the Regulation required. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director shall be present at the meeting or as specified in the Act and the Regulation. The Company will prefer to send information/ papers through email/physical delivery of hard copy/courier/registered post or as mode decided by the company and directors. The agenda of the Board/ Committee meetings shall be sent by email/hard copy or as mutually decided by the company and director. The Company shall establish an effective whistle blower mechanism so that the directors can raise their concerns.

C. Code of conduct, function and duties:

As a Director of MPML, you will have legal duties and obligations under the Act and the Regulation. You will be expected to perform your duties, whether statutory, fiduciary or common law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience and it is expected that you will familiarize yourself with the relevant

Directors' Duties, roles and responsibilities. You will have all the usual duties of an independent director under the Act and the Regulation, including attendance at board meetings, the annual general meeting, meetings of independent directors, meetings with investors and shareholders and other Board events such as site visits, together with such additional duties as may be agreed with the Board, and which may relate to the business of the Company. You will be required to serve on such committee(s) as the Board may request, including Audit, and/or Nomination and Remuneration and/or Stakeholders Relationship and/ or other Committee(s) as required. In addition, you will be expected to devote appropriate preparation and travel time ahead of each meeting.

D. Liability:

As an independent director you will be liable only in respect of such acts of omission or commission by a company which may have occurred with your knowledge, attributable through Board processes, and with your consent, or where you had not acted diligently and subject to the provisions of the Act and Regulation.

E. Technology:

Being a Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with every other Director, or any combination of these technologies for the purpose of calling and holding Directors' meetings. You may attend the board or committee meetings through video conferencing or other audio visual means subject to the applicable provisions of the Act and the Regulation.

F. Conflict of Interest:

By accepting this appointment it will be deemed that you have confirmed that any other position you hold including your directorships in other organizations, shall not give rise to any conflicts of interest in relation to your appointment as an Independent Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you should to notify the Company Secretary or any other authorized officer of the company.

G. Disclosures:

You shall be required to submit certain information in the prescribed forms on a defined periodicity as required under the Act and the Regulation. The Company Secretary of the company shall be the coordinating officer for this. You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal or professional privilege) which affect your independence. During your tenure as an independent director you are required to give a declaration that you meet the criteria of independence every financial year as provided under Section 149 of the Act and other disclosure required under the Act and the Regulation.

H. Directors' Fees:

You shall be paid such sitting fee as may be decided by the Board from time to time for attending the Board as well as the Committee meetings, as per the provision of Section 197 of the Companies Act, 2013 and as mandated by the Articles of Association of the Company. Local conveyance expenses per day are also payable as may be decided by the Board from time to time. The Company shall reimburse

you all traveling, hotel, and other incidental expenses reasonably incurred by you in the performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company's rules and policies. As an independent director you shall not be entitled to any stock option and shall not be covered by any pension scheme of the Company.

I. Review:

The performance of individual directors, the whole Board, chairman and its committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the senior independent director(s) as soon as you can.

J. Code for Independent Directors, Code of Ethics and Code of Conduct for Prevention of Insider Trading for employee including Directors:

You are required to abide by the Code for Independent Directors, Code of Ethics and Code of Conduct for Prevention of Insider Trading for Employees, including Directors, as issued by the Company or as amended as time to time.

K. Familiarization Programme for Independent Directors:

The Company shall conduct suitable familiarization and education program(s) annually and time to time as required as per provisions of the Act and the Regulation. In this program we discussed the nature of its industry, and business model of the company and also your roles, rights, and responsibilities vis-à-vis the Company and other matter as required under the Act and the Regulation.

L. Confidentiality and access to company records:

Under Company law, Directors have a right of access to a company's documents and records, including financial records. Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged.

M. Applicable Law:

This letter of appointment shall be governed by the laws of India. Kindly confirm your agreement to the terms set out above by signing the endorsement on the enclosed copy of these Terms of Appointment. Please return the duplicate copy to us at the above address. In returning this letter duly signed, you agree that the Company may make this letter publicly available.

Yours sincerely,

Thanking you
For and on behalf of Mohit Paper Mills Limited,

Name: Sandeep Jain
Chairman and Managing Director
DIN: 00458048