

Voith Paper Fabrics India Limited, 113/114A, Sector 24, Faridabad 121005, India

Voith Paper Fabrics India Limited  
113/114 A, Sector 24  
Faridabad 121005 (Haryana),  
Delhi NCR, India  
Phone +91 129 4292 200  
Fax +91 129 2232 072  
www.voithpaperfabricsindia.com

Your Ref.  
Your Date  
Our Ref  
Phone  
Date  
E-mail

Sub.: Letter of Appointment as Independent Director

Dear \_\_\_\_\_,

You are already aware that subsequent to your appointment as an Independent Director of the Company by the Board of Directors at the \_\_\_\_ Board Meeting held on \_\_\_\_\_, based on the recommendation of the Nomination & Remuneration Committee; the shareholders of the Company have also confirmed & approved your appointment as such, at the \_\_\_\_ Annual General Meeting held on \_\_\_\_\_ – in pursuance of the requirements of applicable provisions of the Companies Act, 2013 and Listing Agreement.

Accordingly, kindly take note that your appointment as an Independent Director of the Company would be subject to following salient terms and conditions:

- 1. Role, Function, Duties and Responsibilities** - As an independent director of the Board, your role, functions, duties and responsibilities would be broadly governed by the requirements & applicable provisions of various statutes, rules & regulations, including those specified under the Companies Act, 2013 read with Schedule IV attached thereto, Clause 49 of the Listing Agreement, Code of Conduct of the Company, etc., as may be prevailing during the tenure of your appointment.

A copy of the Code of Conduct of Company and Schedule IV to the Companies Act, 2013 pertaining to Model Code for Independent Directors, are enclosed for your ready reference.

- 2. Tenure** - Subject to the provisions of Companies Act, 2013, Listing Agreement and Articles of Association of the company in this regard, your appointment on the Board of the Company is for a period of five (5) years, effective from \_\_\_\_\_ and it would end on \_\_\_\_\_.

You would cease to be a director of the company, prior to expiry of the said tenure, under following circumstances:

- i. If you fail to fulfill the criteria of independence, at any time.
- ii. If you become disqualified under the provisions of Companies Act, 2013.
- iii. If you violate the provisions of Code of Conduct of Company.

**Registered Office**  
113/114A, Sector 24  
Faridabad 121005,  
Haryana, India

**Commercial Registry**  
L74899HR1968PLC004895  
PAN AABCP0441Q  
Excise AABCP0441QXM001  
Service AABCP0441QST001  
TIN (ST) 06171300195

3. **Remuneration** – As an Independent Director of the Company, you are entitled to receive sitting fees for attending the Meetings of the Board and/or its Committees, at such rates as may be determined by the Board from time-to-time. Further, Company would also reimburse reasonable expenditure incurred by you in attending such meetings and performance of your role and duties during the tenure of your appointment.
4. **Committees** - Presently, the following four Committees of the Board have been constituted by the Board of Directors:-
- i. Audit Committee;
  - ii. Nomination and Remuneration Committee (NRC);
  - iii. Stakeholders Relationship Committee (SRC); and
  - iv. Corporate Social Responsibility Committee (CSRC).

Currently, you are the Chairman of \_\_\_\_\_ and a member of the \_\_\_\_\_.

The Board reserves the right to reconstitute the composition of all or any of the aforesaid Committees and/or to constitute any new committee, from time-to-time, as it may deem necessary to perform its role with ease.

5. **Acceptance** - We are confident that the Board and the Company will benefit immensely from your rich experience. We look forward to your continued support & commitment to enable the Company to achieve new heights and request you to return a duly signed copy of this appointment letter as a token of your acceptance to the above.

Thanking you.

Yours truly,  
For and on behalf of Board of Directors  
of Voith Paper Fabrics India Limited

Read, understood & accepted

Chairman of the Board  
Encl.: As stated.

Name \_\_\_\_\_  
DIN \_\_\_\_\_