DRAFT

Shri Amit Dalal
Elphinstone Building
10, Veer Nariman Road,
Mumbai 400 001

Re: Your appointment as Independent Director

Dear Sir,

1. The Board of Directors have appointed you as an Independent Director for a term of five consecutive years w.e.f. 27th July 2026 subject to approval of Shareholders at the forthcoming Annual General Meeting to be held on 2nd September 2026, pursuant to and in compliance with Section 149 and other applicable provisions of the Companies Act 2013 read with Schedule IV thereto (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

2. You shall ensure compliance of the prescribed Code for Independent Directors (Schedule IV of the Act) which inter alia, contains guidelines for professional conduct, role and functions and duties etc. and other provisions of the Act, in addition to adhering to compliance of the Company's existing Code of Conduct for Members of the Board and Senior Management earlier adopted by the Company and the Corporate Governance Norms contained in the Listing Regulations.

3. You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference.

4. You are expected to provide your expertise and experience in the functioning of the Board and the Committees of the Board you may be nominated and to bring objectivity and independence of view to the Board's discussions and to provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as ensuring high standards of financial probity and corporate governance.

5. You shall endeavour to, inter alia, attend all meetings of the Board of Directors and of the Board Committees of which you are / will become a member and balance the conflicting interest of the stakeholders. The Independent Directors are required to hold at least one meeting in a year, without the attendance of non-independent directors and members of management. As per the above referred Code, all Independent Directors shall strive to be present at the said meeting.

6. You shall continue to maintain your independence and make requisite disclosure of interest or concern in any company etc., including shareholding and changes therein as prescribed under the Act.

7. The duties and liabilities that come with your appointment would be as per the applicable laws. The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Schedule IV thereto and the Rules thereunder) and the Listing Regulations. In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

8. The Company has taken a Directors and Officers Liability Insurance Policy to indemnify you for bonafide actions taken in connection with discharge of your fiduciary duties and liabilities under the Act, as a Director of the Company.

9. You shall not (i) indulge in any insider trading in the Company's shares (ii) have any direct or indirect interest that conflicts with the interest of the Company and (iii) achieve any undue gain or advantage from the Company either to yourself or to your relatives, partners or associates.

10. During the above period, the Company will make payment of Sitting Fees and reimbursement of expenses to you for attending the Meetings of the Board/Committee of Directors, of which you are / will become a Member and Profit sharing Commission as decided by the Board from time to time within the overall limits approved by the shareholders subject to legal provisions as applicable.

11. All information pertaining to the business and affairs of the Company acquired during your tenure as Independent Director is confidential to JK Paper Limited and should not be disclosed to third party(ies) without prior consent from the Chairman and Managing Director of the Company unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall return to the Company, any documents and other materials containing information confidential to JK Paper Limited.

12. The terms and conditions of your appointment are governed by and will be interpreted in accordance with Indian laws and your engagement shall be subject to the jurisdiction of the courts at Delhi. Please note that this is not a contract of employment.

13. Kindly acknowledge receipt on the copy of this letter. The terms and conditions of your appointment as Independent Director shall be posted on the website of the Company.

Thanking You

Yours faithfully
For JK Paper Limited

Harsh Pati Singhania
Chairman & Managing Director