



## NAGA DHUNSERI GROUP LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE  
4A WOODBURN PARK, KOLKATA - 700 020

Ref: NDG/SD/2/2014

27.05.2014

Mr. Indra Kishore Kejriwal  
Rajanigandha 25, Ballygunge Park  
Kolkata-700019

CIN NO.: L01132WB1018110010023  
E-mail: hpbhuania@dhunseritea.com  
Website: www.nagadhunserigroup.com

Dear Sir,

### **Sub: Appointment of Independent Director**

We would like to invite your kind attention to the fact that you joined the Board of Directors of the Company on 23.05.1977. As you are aware that under the new Companies Act, 2013 which came into force from 1<sup>st</sup> April, 2014 an Independent Director has to be appointed for a fresh term of not more than 5 years on non-rotational basis. This new provision read with the revised Clause 49 of the revised Clause 49 of the Listing Agreement shall come into effect from 1<sup>st</sup> October, 2014.

In terms of the new provisions the appointment of Independent Directors need to be streamlined afresh and accordingly your appointment as an Independent Director in our Company has been duly considered, approved and taken on record afresh by the Board of Directors of the Company at its meeting held on 27.05.2014.

The terms and conditions of your appointment are as follows:

1. The fresh appointment is for a further continuing period of 5 years effective 1<sup>st</sup> October, 2014 on non- rotational basis subject to approval of the members of the Company at the ensuing Annual General Meeting.
2. Sitting Fees for attending meetings of the Board of Directors has been fixed at Rs. 2500/- for each meeting.
3. Sitting Fees for attending Committee Meetings has been fixed at Rs. 1500/- for each meeting.
4. Commission on profit, as applicable on annual basis.
5. Out of pocket expenses, if any, at actuals.

Both the Company and you shall abide by the Code of Independent Directors specified in Schedule IV to the Companies Act, 2013, a copy of which is enclosed for your perusal and appropriate action. It may be added here that the Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibility in a professional and faithful manner will promote confidence of the Investment Community, particularly

