



NAGA DHUNSERI GROUP LIMITED

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

CIN NO.: L01132WB1918PLC003029
E-mail: hpbhufwania@dhunseritea.com
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Ref: NDG/SD/2/2014/

27.05.2014

Gobind Ram Goenka
10/1, Alipore Park Place,
7th Floor Flat-402
Kolkata-700027

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 28.01.2009. As you are aware that under the new Companies Act, 2013 which came into force from 1st 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 1st 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 1st 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

