



NAGA DHUNSERI GROUP LIMITED

CIN No. L01132WB1918PLC003029
REGISTERED OFFICE : DHUNSERI HOUSE
4A WOODBURN PARK, KOLKATA - 700 020
Phone : 2280 1950 (5 Lines) Fax : 91 33 2287 8995

Ref: NDGL/2/2019/

30.08.2019

Mr. Gobind Ram Goenka
10/1 Alipore Park Place
Kolkata 700027

Sub: Letter of Appointment as Independent Director

Dear Sir,

Pursuant to the above, this is to formally inform you that your re-appointment as an Independent Director was duly approved by the Members of the Company at the 101st Annual General Meeting of the Company held on Thursday, 29th August, 2019 and accordingly this letter of appointment is being issued.

We wish to specifically bring to your kind notice the following provisions of the Companies Act, 2013:

1. Code of Conduct:

An Independent Director shall abide by the Code for Independent Directors as specified in Schedule IV of Companies Act, 2013 which are as follows:-

I. Guidelines of Professional Conduct:

- uphold ethical standards of integrity and probity;
- act objectively and constructively while exercising your duties;
- exercise responsibilities in a bona fide manner in the interest of the Company,
- devote sufficient time and attention to your professional obligations for informed and balanced decision making;
- not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- not abuse your position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person and refrain from any action that would lead to loss of your independence;
- where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly and assist the Company in implementing the best Corporate Governance practices.

II. Role and functions:

- help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- bring an objective view in the evaluation of the performance of Board and Management;

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- scrutinise the performance of management in meeting agreed goals and objective and monitor the reporting of performance;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- safeguard and balance the interests of all stakeholders, particularly the minority shareholders;
- determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and wherever necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member along with the General Meetings of the Company;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- comply with the internal policies of the company;
- where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board and pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

2. Terms of appointment:

You will be entitled to sitting fees for attending the Meeting of Board of Directors or Committees thereof as may be fixed by the Board from time to time.



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3. Commission

You will be entitled to a commission every year an amount equal to 1% of the Net Profits of the Company for each financial year computed in the manner as laid down in Aection 198 of the Companies Act, 2013 subject to limit of Rs. 1.00 lakh for all the Non-Executive Directors taken together.

4. Tenure:

You shall hold office as an Independent Director of the Company for a term of five consecutive year's w.e.f. 1st October, 2019.

Please acknowledge receipt.

Thanking you,

Yours sincerely,

For Naga Dhunseri Group Limited

Chitra Thakwani

Company Secretary & Compliance Officer

AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

Name: Gobind Ram Goenka

Place: Kolkata

Date:

30/8/2019