

DHUNSERI INVESTMENTS LIMITED

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

CIN : L15491WB1997PLC082808

www.dhunserinvestments.com

Ref: DIL/ 105/ 2014-15 /121

26th August, 2014

Sri B.D. Beriwal,
167, Chittaranjan Avenue,
Kolkata-700007.

Dear Sir,

Sub: Your appointment as an Independent Director of the Company

We are pleased to inform you that at the 17th Annual General Meeting of the Company held on Monday, 11th August, 2014, your appointment as an Independent Director was duly approved by the members of the Company. We enclose a certified copy of the resolution adopted by the members for your information and record.

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

1. Code of Conduct:

As an independent director you 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;
- 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;
- assist the company in implementing the best corporate governance practices.



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II. Role and functions:

As an independent director your role and functions are:-

- 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;
- 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 the interests of all stakeholders, particularly the minority shareholders;
- balance the conflicting interest of the stakeholders;
- 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:

As an independent director your duties are:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- seek appropriate clarification or amplification of information and, where 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;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings 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;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;



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- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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 paid sitting fee of Rs. 5000/- for attending each Board Meeting and Rs.2000/- for each Committee Meeting of which you are a member.

3. **Tenure:**

You shall hold office as an Independent Director of the Company for a term of five consecutive years w.e.f. 11th August, 2014.

Please acknowledge receipt.

Thanking you,

Yours faithfully

For DHUNSERI INVESTMENTS LIMITED


Secretary

