

DRAFT LETTER OF RE-APPOINTMENT

Date: 7th November 2023

To,
Mr. Srikumar Bandyopadhyay
21, Nawab Abdul Latif Street
Kamarhati Belgharia
North 24 Pargana,
Kolkata-700056

Reg: Re-Appointment Letter

Dear Sir,

We are pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors ('The Board') of the Company ('Dollar') in their meeting held on 7th November 2023 has approved your re-appointment as Non-Executive Independent Director on the Board of the Company for another period of 5(five) years w.e.f. 10th November 2023 to 9th November, 2028. The re- appointment is governed by the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You may also kindly note the following in respect of your re- appointment:-

1. The term of Independent Director should be considered as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. The provisions contained in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall apply as regards Performance Evaluation of the Independent Director is concerned.
3. The Board of Directors may, if deems fit, invite you for being appointed/ re-appointed in one or more existing Committee(s) or any such Committee i.e. set up in future. Your appointment/ re-appointment in such Committee(s) will be subject to the applicable

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CIN NO. : L17299WB1993PLC058969

statutory provisions. Currently, the Board has seven committees: Audit Committee (AC), Nomination and Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC), Risk Management Committee (RMC), Corporate Social Responsibility Committee (CSR), Share Transfer Committee (STC) and Management & Finance Committee (MFC). The chairperson of the Board, in consultation with the company secretary and the committee chairperson, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

4. Training of the Board - Presentations are made by whole-time directors / senior managerial personnel. The presentations cover an overview of our strategy and operations to familiarize the new inductees about the strategy, operations and functions of our Company. The orientation program will cover the following topics-

- Company's strategy • Operations • Service offerings • Product offerings • Markets • Organization structure • Finance • Human Resources • Technology • Quality • Facilities • Risk management.

5. Your functions, role and duties will be those normally required of an Independent Director under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, there are certain duties prescribed for all Directors both Executive and Non-executive, which are as under :-

- a. Review the Company's strategy, the annual financial plan and monitor the Company's performance- The primary role of the members of the Board is to exercise their business judgment to act in what they believe to be the best interests of the Company and its shareholders. It is the duty of the Board to ensure that the Management performs with competence and values to achieve the objectives of the Company. Generally, the Board meets once a quarter. The quarterly meeting of the Board includes updates on the business, financial and business-

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enabler functions and discussions on such updates. The Audit Committee of the Board reviews the Company's financials and recommends the same to the Board for its acceptance. The Board monitors the Company's performance against its annual financial plan at its quarterly meetings as well as at the end of the financial year.

- b. Review management performance and compensation: The Nominations and Remuneration Committee of the Board may evaluate the performance of the executive officers of the Company and recommends their compensation for the ensuing year to the Board. Such compensation may include stocks, options and variable pay.
- c. Monitor and manage potential conflicts of interests of the Management: The Audit Committee of the Board reviews and approves related party transactions, as required under the applicable laws and / or the rules of the Indian stock exchanges or any government agencies applicable to the Company.
- d. Oversee and ensure the integrity of financial information and legal compliance: The Audit Committee of the Board oversees the Company's accounting and financial reporting processes and the audit of the Company's financial statements and assists the Board in the overseeing of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications, independence and performance, and (4) the Company's internal accounting and financial controls.
- e. As an Independent Director, you shall- (1) undertake the appropriate induction into the Board and regularly update and refresh your skills, knowledge and familiarity with the Company; (2) Enroll yourself into an online data bank and pass an online self-assessment proficiency test conducted by the Indian Institute of Corporate Affairs, within stipulated timelines, as may be applicable (3) seek appropriate clarification and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company; (4) strive to attend every meeting of the Board and of the

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Board committees of which you are a member; (5) actively and constructively participate in the Board committees of the Board in which you may be a member or the Chairperson; (6) strive to attend the general meetings of the Company; (7) ensure that any concerns that you may have about the running of the Company are addressed by the Board and seek inclusion of these concerns in the Board minutes to the extent these concerns are not resolved; (8) keep yourself well informed about the Company and the external environment in which it operates; (9) not unfairly obstruct the functioning of an otherwise proper Board or committee; (10) ensure that related party transactions are considered carefully before they are approved and are in the interest of the Company; (11) ensure that the whistle blower function of the Company is functioning adequately; (12) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics; (13) within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees, and (14) not disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.

- You shall discharge your duties with due and reasonable care, skill and diligence.
- You shall not involve yourself in a situation in which you may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company.
- You shall not achieve or attempt to achieve under undue gain or advance either to yourself or to your relatives, partners or associates.
- You shall not assign the office of Director and any assignments so made shall be void.

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- You shall also comply with the provision regarding maximum number of Directorship as contained in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- The Independent Director are also required to abide to the provisions of Code of Conduct for Independent Directors as provided in Schedule IV of Companies Act, 2013.
- Further, there are certain other Code of Conduct and Practices & Procedures for all Directors, which are required to be abide by the Independent Directors also.
- You will not be an employee of the Company and this letter shall not constitute contract of employment.
- You will be paid remuneration by way of sitting fees for attending meeting(s) of the Board and its Committee(s) as may be decided by the Board of Directors from time to time. The sitting fees, presently paid to Independent Directors is INR. 20,000/- per meeting of the Board and INR. 10,000/- per meeting of the Committee of the Board of Directors.
- In addition to the remuneration described as above, the Company will reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duties as specified in Articles of Association of the Company.
- All information acquired during your re-appointment is confidential to the Company and should not be released, either during your re-appointment or following cessation to third party without prior clearance from Competent Authority unless required by the law or by the rules of any Stock Exchange or other Regulatory Authority.

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- The Company has “Directors and Officers Liability Insurance” and Independent Directors are covered in that insurance.
- The Company must be informed by the Director of any relation with any other Director or may have material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when transaction or arrangement comes up at the Board meeting so that the minutes may record your interest appropriately and records to be updated accordingly. Further, the details regarding any relation with the Directors of the Company may be informed as on the date of re-appointment and from time to time as and when there is change. If circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly.
- The general notice that you are entering in any contract with particular person or firm or Company is acceptable.
- Following are the forms and declaration received by the Company from you:
 - i. **Form DIR-2** pursuant to Section 152 (5) of the Companies Act, 2013. Please also provide brief profile, two passport size photos, copy of Identity Proof (PAN Card), Address Proof (Aadhar Card) and Passport.
 - ii. **Form MBP-1** as required under Section 184(1) of the Companies Act, 2013. This general notice of interest is to be given every year. However, if there is any change during the year, the same may also be informed to us for information of the Board of Director in its next meeting.
 - iii. **Details of Membership / Chairmanship** held by you in Committees of the Board of other Companies in which you are Director.
 - iv. **Form DIR-8** pursuant to Section 164(2) of Companies Act, 2013.
 - v. **Details of Shareholding** in Dollar pursuant to Code for prevention of Insider Trading in the Securities of Dollar Industries Limited
 - vi. **Declaration of Independency** pursuant to Section 149 of Companies Act, 2013 pertaining to Director.

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Other documents can be accessed in our website at www.dollarglobal.in:-

- i. Brochure – About the company
 - ii. List of Directors as on date (including name, designation, contact no. and e-mail ID).
 - iii. List of Committees of the Board.
 - iv. Code for prevention of Insider Trading in the Securities of Dollar Industries Limited.
 - v. Code of Conduct for Board members and Senior Management Official of Dollar Industries Limited.
 - vi. Annual Report.
6. The Chairperson of the Nominations and Remuneration Committee conducts an annual Board evaluation and a peer evaluation survey to assess the performance of the Board as a whole and that of individual Board members. Performance is assessed based on clearly defined objective criteria. This is in line with the Company’s policy of being data-oriented in every transaction and decision.
7. Directors are prohibited from dealing in the Company’s shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell/gift) from the MD of the Company and the Compliance Officer. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct and Ethics as available on the website.
8. The Company shall specify a trading period, to be called “trading window”, for trading in the Company’s securities. When the trading window is closed the directors shall not trade in the Company’s securities in such period. The trading window shall be closed during the following time periods when the information is unpublished: (1) Declaration of financial results (quarterly, half-yearly and annually) (2) Declaration of dividends (interim and final) (3) Change in capital structure by way of public/rights/bonus etc. (4) Any major expansion plans or execution of new projects (5) Amalgamations, mergers,

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demergers, aquisition, delisting disposals, takeovers and buy-back (6) Disposal of whole or substantially whole of the undertaking (7) change in key managerial personell (8) Any material changes in policies, plans or operations of the Company The time for commencement of closing of trading window shall be decided by the Company. The trading window shall be opened 48 hours after the information referred to above be made public.

It is a pleasure to re-appoint you on board and we are confident that your re-association, expertise and advice will immensely benefit the Company and the Board. Kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours Sincerely,
For Dollar Industries Limited

Vinod Kumar Gupta
Managing Director
DIN: 00877949

I hereby acknowledge the receipt to accept the terms set out in this letter.

Name: Srikumar Bandyopadhyay

Signature:

Date:

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