

DHUNSERI INVESTMENTS LIMITED

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

CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2023/

28.11.2023

To,
BSE Limited
(Scrip Code: 533336)
Floor 25, P. J. Towers
Dalal Street
Mumbai – 400001

National Stock Exchange of India Limited
(Symbol: DHUNINV)
Exchange Plaza
Plot No: C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Sub: Submission of Postal Ballot Notice

Dear Sir / Ma'am,

Please find attached Postal Ballot Notice (including instructions for e-voting) seeking approval of Members through e-voting only (Voting through Electronic means) for revision in remuneration, perquisites and benefits payable to Mrs. Aruna Dhanuka (DIN: 00005677) as Managing Director and Chief Executive Officer (CEO) of the Company.

The details of the calendar of events for the Postal Ballot are as follows:

Sr. No.	Event	Date
1.	Cut Off Date	24th November, 2023
2.	Date of Completion of Dispatch	28th November, 2023
3.	Remote e-Voting Start Date	29th November, 2023
4.	Remote e-Voting Start Time	9:00 A.M. (IST)
5.	Remote e-Voting End Date	28th December, 2023
6.	Remote e-Voting End Time	5:00 P.M. (IST)
7.	Announcement of Results of Postal Ballot	Within two working days from the closure of e voting.

The said Notice is also available on the website of the Company at www.dhunseriinvestments.com.

This is for your information and record.

Thanking you.

Yours faithfully,
For **Dhunseri Investments Limited**

Nikita Gupta
Company Secretary & Compliance Officer
Encl: As above.

DHUNSERI INVESTMENTS LIMITED

CIN: L15491WB1997PLC082808

“Dhunseri House”, 4A, Woodburn Park, Kolkata-700020

Tel: 91 033 2280 1950(5 Lines); Fax: 91-33-2287 8995

E-mail: mail@dhunseriinvestments.com; Website: www.dhunseriinvestments.com ;

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“**the Rules**”) including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs (“MCA”) (“**MCA Circulars**”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and pursuant to other applicable laws and regulations, approval of the Members is sought via Postal Ballot through e-voting only (Voting through Electronic means) for revision in remuneration, perquisites and benefits payable to Mrs. Aruna Dhanuka (DIN: 00005677) as Managing Director and Chief Executive Officer (CEO) of the Company, pursuant to the provisions of Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013 (“the Act”) and applicable provisions of the SEBI LODR Regulations, 2015 and that other terms and conditions of her appointment shall remain same.

Members’ consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars, is annexed hereto. The Notice will also be placed on the website of Dhunseri Investments Limited (“the Company”) at www.dhunseriinvestments.com and the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively. In compliance with the aforesaid MCA Circulars, Regulation 44 of the SEBI LODR Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules as amended from time to time and Secretarial Standard- 2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participant or the Company’s Registrar and Share Transfer Agent (RTA), Maheshwari Datamatics Private Limited (“MDPL”) as on the cut off date, i.e. 24th November, 2023. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. Kailash Chandra Dhanuka (FCS-2204) of K. C. Dhanuka & Co., Practicing Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder. Please note that there will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

The remote e-voting period commences from **9.00 A.M. (IST) on Wednesday, 29th November, 2023** and ends at **5.00 P.M. (IST) on Thursday, 28th December, 2023**. The Scrutinizer will submit his report to the Chairman of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days from the closure of the e voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.dhunseriinvestments.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com

Resolution:

Item No. 1 –

Approval for revision in remuneration, perquisites and benefits payable to Mrs. Aruna Dhanuka (DIN: 00005677), Managing Director and Chief Executive Officer (CEO) of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, as per the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval of the members of the company be and is hereby accorded for the revision in the remuneration, perquisites, and benefits payable to Mrs. Aruna Dhanuka (DIN: 00005677) as Managing Director and Chief Executive Officer (CEO) of the Company as set out in the Explanatory Statement and that the other terms and conditions remains the same during her existing tenure of appointment i.e. until 26th May, 2026.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, as per the provisions of Sections 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded in respect to the remuneration to be paid to her in the event in any financial year during the tenure of the Managing Director and Chief Executive Officer (CEO), the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, to the extent that the Company may pay to the Managing Director and CEO, the remuneration as specified in the aforesaid agreement as the minimum remuneration and subject to the requisite approvals, all other terms and conditions of service remaining the same.

RESOLVED FURTHER THAT the Board and the Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution, including the alteration and variation in the terms and conditions of the said agreement irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Aruna Dhanuka, subject to such approvals as may be required.”

By Order of the Board
For Dhunseri Investments Limited
Sd/-

Nikita Gupta
Company Secretary & Compliance Officer
ACS 61134

Place: Kolkata
Date: 10th November, 2023

NOTES:

- (i) Pursuant to sections 102 and 110 of the Act and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, an Explanatory Statement setting out material facts and reasons for the proposed resolution is appended hereto.
- (ii) In compliance with the requirement of MCA Circulars, this Postal Ballot Notice is being sent through electronic mode only to those Members whose e-mail addresses are with the Company/ Depositories as on **24th November, 2023 (cut-off date)**. The shareholders are required to communicate their assent or dissent through remote e-voting system.
- (iii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **24th November, 2023 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes through remote e- voting. A person who is not a Member as on the cut-off date should accordingly treat this Notice as for information purposes only.
- (iv) To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL. Instructions for remote e-voting are provided in the Notice.
- (v) The remote e-voting period will commence at from **9.00 A.M. (IST) on Wednesday, 29th November, 2023** and ends at **5.00 P.M. (IST) on Thursday, 28th December, 2023**. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e. **24th November, 2023**, may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.
- (vi) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **28th December, 2023**.
- (vii) Members who have not registered their email address with the Company can register the same through online portal <https://www.mdpl.in/>. Members holding shares in Demat mode should update their email address directly with their respective Depository Participants.
- (viii) After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Bengali Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at www.dhunseriinvestments.com
- (ix) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any: • The Company Secretary, Dhunseri House, 4A, Woodburn Park, Kolkata – 700020, Email – www.dhunseriinvestments.com • In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.co.in.
- (x) Members may note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, it is mandatory to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same with the RTA i.e. Maheshwari Datamatics Private Limited (MDPL) in case of physical shareholding and with Depository Participants (DPs) in case of Demat shareholding. Henceforth, MDPL will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

The procedure with respect to e-voting is provided below:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode: In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile

App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mail@dhunseriinvestments.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (mail@dhunseriinvestments.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 –

Mrs. Aruna Dhanuka (DIN: 00005677) was appointed as the Managing Director and CEO of the Company for a period of 5 years w.e.f. 27th May, 2021 which is valid till 26th May, 2026. The same was approved by the shareholders in the Annual General Meeting held on 16th September, 2021. On the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 10th November, 2023 proposed for the revision in remuneration, perquisites and benefits payable to Mrs. Aruna Dhanuka (DIN: 00005677) as Managing Director and Chief Executive Officer (CEO) of the Company on the basis of the report of annual performance evaluation of the Directors, subject to the approval of the shareholders by way of special resolution and that the other terms and conditions of her appointment shall remain same. The remuneration payable to Mrs. Aruna Dhanuka as contained in the agreement to be signed between Mrs. Aruna Dhanuka and the Company is within the limits prescribed in Schedule V of the Companies Act, 2013.

The remuneration payable to Mrs. Aruna Dhanuka (DIN: 00005677) which is proposed to be revised are specified hereunder:

“The Managing Director and Chief Executive Officer (CEO) shall during her tenure of office will be paid the following remuneration with effect from 1st January, 2024:

i. Salary:

Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) per month (in the grade of Rs. 2,50,000/- – Rs. 10,000/- – Rs. 2,70,000/-). The increment in the salary shall take effect from 1st January, 2024.

ii. Perquisites:

In addition to salary, the Managing Director and Chief Executive Officer (CEO) shall be entitled to the following perquisites:

- a) Medical Reimbursement:** The reimbursement of actual medical expenses incurred by self and family of the Managing Director and CEO.
- b) Personal Accident and Mediciclaim Insurance Policies:** Actual expenses incurred.
- c) Leave Travel Concession:** For self and family once in a year.
- d) Leave:** As per Rules of the Company applicable to Senior Executives.
- e) Car:** Facility of Company Car with driver.
- f) Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

iii. Other Benefits:

In addition to the perquisites, the Managing Director and Chief Executive Officer (CEO) shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

- a. Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act 1952.
- b. Gratuity:** As per the rules of the Company applicable to the Senior Executives.

iv. Minimum Remuneration:

Notwithstanding anything herein above stated where in any accounting year, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay the same remuneration as stated above as minimum remuneration subject to fulfilment of the

relevant provisions of the Companies Act, 2013, including obtaining the approval of the members of the Company by way of a special resolution. The terms and conditions of the re-appointment of the Managing Director and Chief Executive Officer (CEO) and/or the agreement entered into between the Company and Mrs. Aruna Dhanuka may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

Considering the vast knowledge of Mrs. Aruna Dhanuka, the Board recommends the passing of the said resolution in the interest of the Company.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. Chandra Kumar Dhanuka, Mrs. Aruna Dhanuka, Mr. Mrigank Dhanuka and Mrs. Bharati Dhanuka are, in any way, concerned or interested, financial or otherwise, in the resolution.

A brief profile of Mrs. Aruna Dhanuka as per the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Full Name	Mrs. Aruna Dhanuka
Father's Name	Late Purushottam Das Beriwal
Address	14B, Dr. U. N. Brahmachari Street, Kolkata-700017
Qualification	Graduate
Occupation	Service
Date of Birth	05.09.1959
Nationality	Indian
Director Identification Number	00005677
Experience	Actively involved with various Associate Companies of the Group and has acquired considerable experience in day to day Administration of Business.

By Order of the Board
For Dhunseri Investments Limited
Sd/-

Nikita Gupta
Company Secretary & Compliance Officer
ACS 61134

Place: Kolkata
Date: 10th November, 2023