

Date :

Mr./ Mrs.

Dear Sir / Madam,

Sub: Your appointment as an Independent Director of Bengal NRI Complex Limited

We are pleased to inform you that your appointment as an Independent Director of Bengal NRI Complex Limited ("the Company") has been approved by the shareholders at the Meeting held on -----.

Your appointment on the Board of the Company shall be governed by the following:

I) Term of Appointment :

Your appointment as Non-Executive Independent Director of the Company is for a term of 5 years with effect from ----- as an Independent Director and you will not be liable to retire by rotation.

Your appointment and tenure as Independent Director shall be subject to the conditions mentioned under the Companies Act, 2013 as amended from time to time.

II) Committees of Board :

In addition to your presently being member of the Audit Committee, CSR Committee, and Nomination & Remuneration Committee, the Board of Directors may, subject to the applicable laws and regulations, further appoint you on one or more Board Committees.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

III) Role, Expectations, Functions, Duties and Liabilities :

As a member of the Board, your duties, functions, roles and liabilities shall be as generally required from a Non-Executive Independent Director under the Companies Act, 2013, and such other applicable statutes, as amended from time to time.

IV) Prohibited Actions:

While you are requested to maintain your independence in terms of provisions of Section 149 of the Companies Act, 2013 you are requested to avoid the following:

- a) activities which might disqualify you from continuing as a director of the Company;
- b) engaging into a related party transaction, without disclosing your interest;

c) violation of the Company's Code of Conduct for Directors and Senior Management Personnel;

d) violation of the Company's Code of Conduct for Independent Directors;

V) Remuneration:

As a director, you will be paid the following:

a) Sitting fees of such amount as may be fixed by the Board from time to time for attending each Board Meeting and Meeting of Committee of Board in which you are a member; and

b) Commission as may be determined by the Board of Directors from time to time in accordance with the provisions of Companies Act, 2013 and Rules made thereunder.

The Company will pay or reimburse to you such expenditure as may have been incurred by you while performing your role as an independent director of the Company.

VI) Evaluation:

The Company will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors. Your appointment and re appointment on the Board shall be subject to the outcome of the evaluation process.

We welcome you on the Board of the Company and look forward to a fruitful and happy association.

Thanking you,

**Yours faithfully,
For Bengal NRI Complex Limited**

Managing Director