



DEY'S MEDICAL STORES (Manufacturing) LIMITED

Phone : 2249 9810 / 9811 / 9825 / 9827
Fax : (033) 2249-9572
Email : mail@deysmedical.com
CIN : U24232WB1957PLC023528

Regd. Office :
6/D, NELLY SENGUPTA SARANI
KOLKATA - 700 087

To

Dr. Amit Kumar Roy (DIN: 06910710)

Flat-3C, Pushpa Apartments, 63S, Bright Street
P.S. Kareya Kolkata - 700 019

Subject: Appointment as an Independent Director.

I am pleased to confirm that the Board of Directors of the Company have appointed you as an Independent Director subject to the approval of shares holders at ensuing Annual General Meeting of the Company, I am writing to set out the terms of the appointment. Please note that this is not a contract of employment.

1. TERM OF APPOINTMENT

1.1 As per the provisions of sub-section (10) of Section 149, your appointment will commence on 6th March 2018 for a continuous period of 5 years.

1.2 Your appointment shall not be subject to rotation as per the provisions of sub-section (6) of Section 152 of Companies Act 2013, read with the Articles of Association of the Company.

1.3 Your appointment as Independent Director of the Company was based, inter alia, on declaration by you that you comply with the conditions of independence as listed in Section 149(6) of the Companies Act 2013, if there

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Received
19/3/2019



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is any change in circumstances affecting your independence, you are required to immediately let the Board of Directors know of the same, in terms of Section 149(7) of the Act.

1.4 Your appointment will also terminate automatically on the expiry of the term of appointment as above. There is no compensation for termination of office in any circumstance.

2. DUTIES

2.1 As an independent director, besides the functions and duties applicable to every director, or the functions or duties of the Board collectively, you have several duties as set out in Schedule IV of the Act.

2.2. Committees to be served – You are required to serve as a member of the Audit Committee, Nomination and Remuneration Committee and/or the CSR Committee. The tasks to be accomplished by being a part of each of the above mentioned committee are as specified in Annexure I to this letter.

3. REMUNERATION

3.1 Expenses incurred by you for the purpose of attending any meeting of the Board, or for participating through video conferencing as permitted by the Board, will be reimbursed as per the company's normal policy on reimbursements.



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4. GENERAL

4.1 Fiduciary duties and accompanying liabilities – You will be expected to perform your general fiduciary duties and exercise the skill and care expected of every Director. You do not have authority to commit the Company in any way, nor should you make any statements on the Company's behalf or concerning the Company to the media, financial institutions or anyone associated with the stock market or investor community without the express authorization of the Board. You will be held liable, only in respect of such acts of omission or commission by a company which have occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you have not acted diligently.

4.2 Directors and Officers (D and O) insurance – The company may seek cover for Directors' and Officers' liability insurance. If you have opted for the same, you will be entitled to the cover, as per the Company's policy for the same.

4.3 The Code of Business Ethics – That the company expects its directors and employees to follow is attached as Annexure II to this letter.

4.4 The list of actions that a director should not do while functioning as such in the company includes the following :



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4.4.1 Any action that involves any violation of applicable law:

4.4.2 Any action that involves any breach, in letter and spirit, of the Company's Code of Business Ethics;

4.4.3 Any action that either involves the directors' personal interest, except as disclosed as per applicable law, or unduly compromises or conflicts with the interest of the company.

4.5 We confirm that –

(a) you will be given full access to all information in or about the Company and its affairs which is available to the executive directors:

(b) agendas for Board meetings and all relevant papers which require study before Board meetings will be provided to you in good time (save in exceptional circumstances) to allow you to consider them in advance of meetings (and likewise for the proceedings of committees) ;

