

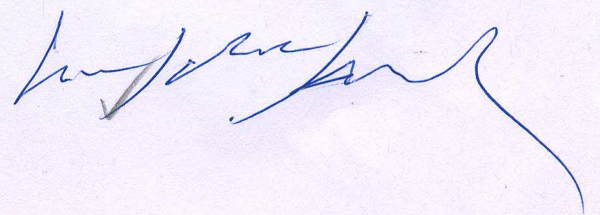
REMUNERATION POLICY OF NAGA DHUNSERI GROUP LTD. (NDGL).

The Company's Remuneration Policy is based on evaluation of efficiency of an individual as assessed at periodical intervals. Under the guidance of the Management this policy is reviewed from time to time by the Remuneration Committee, now renamed as Nomination and Remuneration Committee (NRC) as specified in the Companies Act, 2013.

Under the Companies Act, 2013 every Listed Company must have Managing Director/Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) as Key Managerial Personnel (KMP).

Compensation payable to Managing Director/Chief Executive Officer of the Company comprises of salary, commission on Net Profit and perquisites as may be recommended by NRC to the Board.

The Company's Remuneration Policy covers annual payment of Commission at 1% of Net Profit of the Company computed as per provisions of the Companies Act subject to a ceiling of Rs. 1,00,000/- (Rupees one lakh only) to all Non-Executive Directors (including all Independent Directors) taken together.



In addition, the Company has a system of payment of sitting fees for attending meetings of the Board of Directors and any Committee thereof unless waived by the Directors present in the meeting.

The Company's Remuneration Policy also covers payment of Service Tax by the Company on Sitting Fees and Annual Commission to Non-Executive Directors.

Remuneration of Key Managerial Personnel is fixed by the Management on the recommendation of the Nomination and Remuneration Committee.

It is also part of the Company's Policy to pay repayable advances against salary to staff/officers, except Director(s), with or without interest, in deserving cases as may be considered by the Management.



I.K. KEJRIWAL
CHAIRMAN

NOMINATION & REMUNERATION COMMITTEE

August 13, 2014.