NOMINATION & REMUNERATION POLICY FOR THE MEMBERS OF BOARD, KMP AND SENIOR MANAGEMENT

NAGA DHUNSERI GROUP LTD.
(CIN: L01132WB1918PLC003029)

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1. PREAMBLE

1.1 The Nomination and Remuneration Committee ('Committee') has been setup by the Board of Directors of the Company in order to formulate and prepare a policy for criteria for appointment and remuneration of the members of the Board of Directors ("Board") and Executives i.e. Key Managerial Personnel ("KMP") and the Senior Management Personnel of the Company. In line with the same, the Committee has prepared the Nomination & Remuneration Policy for the Board, KMP and Senior Management. The Committee shall at all times be guided by the principles laid down under the Companies Act, 2013, as well as the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in this regard.

1.2 The expression ''Senior Management'' means personnel of the Company who are members of the core management team but not forming part of Board of Directors and comprising of all members of management being one level below the Chief Executive Officer / Managing Director / Whole Time Director / Manager (including Chief Executive Officer / Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

2. CRITERIA FOR EXECUTIVE DIRECTORS ON THE BOARD & EXECUTIVES:

2.1 In evaluating the suitability of Individual Executive Directors (EDs) / Executives for specific functions, the Committee takes into account many factors as may be relevant, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. EDs/Executives must possess experience at policy-making and operational levels.

2.2 EDs / Executives are expected to possess the highest personal and professional ethics, integrity and values.

2.3 Further all the EDs / Executives should comply with the General Code of Conduct laid down by the Company.

2.4 The EDs / Executives should also ensure that during the continuance of their employment with the Company they shall not be in any way directly or indirectly engaged in any employment elsewhere whatsoever including part time employment. Provided that nothing shall preclude the Executive Director from being a Director of any Company whether in India or abroad.

3. CRITERIA FOR NON EXECUTIVE DIRECTORS:

In addition to satisfying the relevant criteria as mentioned above in paras 2.1 – 2.3, the Non-Executive Directors are expected to be capable and willing to devote sufficient time and energy to the Company to effectively discharge their duties and responsibilities as member of the Board and Committees.

4. CRITERIA FOR INDEPENDENT DIRECTORS:

In addition to satisfying the relevant criteria as mentioned in para 3 above, the Independent Directors should also fulfil the criteria of independence as laid down in the Companies Act, 2013 (the "Act") and the Listing Regulations. Further, the Independent Directors shall comply with the Code of Conduct as laid down in the Act.

5. REMUNERATION STRUCTURE:

5.1. Non-Executive Directors including Independent Director:

5.1.1. The Non-Executive Directors of the Company including Independent Directors would be entitled to sitting fees for participation in Board and Committees Meetings. At present the sitting fees for attending the Board Meeting is Rs. 10,000/- and Committee Meetings is Rs. 2,500/- and payment of Commission @1% of the profit subject to a ceiling of 1.00 lakh for all Non-Executive Directors including Independent Directors taken together.

Remuneration Policy also covers payment of tax (Service Tax / GST) by the Company on sitting fees and annual commission to the Non-Executive Directors.

The Board may decide to modify the fee structure anytime.

5.1.2 Payment of commission may be revised by the Board as and when felt necessary with the approval of the shareholders with due regard to the compensation levels in the market.

5.2. Executive Directors, KMPs and Senior Management:

The Remuneration Policy provides market competitive compensation / reward to attract, retain and motivate the Directors/KMP/Senior Management Personnel of the quality required to run the Company successfully. The remuneration generally comprises of fixed and variable elements and is subject to review at regular intervals.

5.2.1. **Managing Director's Remuneration**

The Remuneration to the Managing Director comprises of Salary, Perquisites etc. as fixed component and Commission as variable component, which depends on the profit of the Company. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

5.2.2. **KMP and Senior Management Staff's Remuneration**

Remuneration to other Key Managerial Personnel and senior staff members comprises fixed element including bonus payout and subject to review at regular intervals.

6. NOMINATION AND EVALUATION

6.1 On the basis of proposals for nomination of persons by the Chairman of the Company, meeting the relevant criteria as laid down above, the Committee may consider nominating and recommending such persons to the Board as a Director or at the Senior Management Level. The Committee shall have due regard to the need for proper diversity of the Board while making nomination / recommendation to the Board.

6.2 The Committee will have an annual review of the performance of the Directors and if considered necessary may recommend removal of any Director/ Executives or indicate to the

persons concerned their dissatisfaction with the performance, particularly in respect of independent Directors who are appointed for fixed term

7. REVIEW OF POLICY

7.1 Policy as contained in this document will be reviewed by the Board as and when felt necessary.

8. BOARD SUPREME

8.1 The Board may accept, modify or reject any of the recommendation made by the Committee. Where the Board rejects any recommendation made by the Committee, the Board shall record cogent reasons for the same.

This policy has been amended by the Board of Directors of the Company at its meeting held on 13th November, 2025.