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

DHUNSERI INVESTMENTS LTD.

(CIN: L15491WB1997PLC082808)

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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 ("SEBI LODR Regulations 2015") in this regard.

1.2 The expression "senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

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. FIT AND PROPER CRITERIA FOR DIRECTORS

The Company shall undertake an assessment of the 'Fit and Proper' status of all Directors not only at the time of their appointment or re-appointment but also on a continuous basis throughout their tenure, in accordance with the applicable Reserve Bank of India (RBI) directions and regulatory requirements. The Nomination and Remuneration Committee ("NRC") shall periodically review the 'Fit and Proper' status of the Directors to ensure their continued compliance with the prescribed eligibility, qualification, experience, integrity and other applicable criteria.

6. REMUNERATION STRUCTURE:

5.1. Non-Executive Directors including Independent Director:

5.1.1. The Non-Executive Directors of the Company would be entitled to sitting fees for participation in Board and Committees Meetings. At present the sitting fees for attending Board Meeting is Rs. 10,000 per meeting attended and Committee meetings is Rs. 2,500 per meeting attended.

The Board may decide to modify the fee structure anytime.

5.1.2 Payment of commission may be considered 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:

5.2.1. The package of remuneration will be based on the skill, expertise and relevant industry experience.

5.2.2. The Executive Directors shall not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

5.2.3. The remuneration will comprise of the following component:

a) Fixed pay comprising of basic salary.

b) Perquisites comprising of medical reimbursement, personal accident and medical insurance policy, leave travel concession, leave, car, telephone.

c) Other benefits comprising of provident fund, gratuity.

5.2.4 The Committee will recommend the remuneration/ change in remuneration in respect of each of the Executive Directors to the Board for its consideration and approval.

5.2.5. The Board of Directors may deviate from this Policy if there are specific reasons to do so in an individual case.

7. PRINCIPLES FOR COMPENSATION

7.1 Components and Risk Alignment

The compensation of the Company's Key Managerial Personnel ("KMPs") and Senior Management Personnel ("SMPs") shall be reasonable and commensurate with their roles and responsibilities, considering applicable statutory requirements and industry practices. The compensation may comprise fixed and variable components, wherever applicable, aligned with prudent risk-taking, the Company's financial position, performance and long-term objectives.

7.2 Composition of Fixed Pay

Fixed Pay shall include all fixed components of remuneration, such as salary, allowances, perquisites and contributions towards superannuation and other retirement benefits. It shall also include reimbursable perquisites subject to prescribed monetary limits and the monetary value of non-monetary benefits, such as accommodation and use of Company-provided vehicles.

8 NOMINATION AND EVALUATION

8.2 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.

8.3 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.

9 REVIEW OF POLICY

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

10 GUARANTEED BONUS

8.1 Guaranteed bonus may not be paid to KMPs and senior management. However, in the context of new hiring joining/sign-on bonus could be considered. Such bonus will neither be considered part of fixed pay nor of variable pay.

11 MALUS / CLAWBACK

11.1 The Company may, at the discretion of the Nomination and Remuneration Committee ("NRC"), invoke Malus and/or Clawback provisions in respect of variable remuneration, including deferred variable pay, in the event of subdued or negative financial performance of the Company and/or the relevant business segment, or in cases of employee misconduct, fraud, breach of trust, material misstatement of financial results, violation of the Company's Code of Conduct, applicable laws, regulatory requirements or internal policies, or any other act detrimental to the interests of the Company.

11.2 The NRC may determine the extent of such application, including its applicability to the entire variable pay, and specify the period during which Malus and/or Clawback may be invoked, covering at least the applicable deferral and retention periods, in accordance with the applicable RBI directions and other regulatory requirements.

12 BOARD SUPREME

12.1 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 in its meeting held on 12th November, 2026.