

DUGAR FINANCE & INVESTMENTS LIMITED

Nomination & Remuneration Policy

Pursuant to Section 178 of the Companies Act, 2013

Governed by	Section 178, Companies Act, 2013 & SEBI LODR Regulations, 2015
Applies to	Directors (including Independent Directors), KMP & Senior Management
Administered by	Nomination and Remuneration Committee of the Board
Review	As and when deemed necessary by the Committee or the Board

1. PURPOSE

This Policy governs the appointment, remuneration, and performance evaluation of Directors, Key Managerial Personnel (KMP) and Senior Management of DFIL to:

- Ensure a balance between fixed and incentive pay aligned to short- and long-term Company goals.
- Attract, retain and motivate talented managerial persons and create competitive advantage.
- Establish transparent criteria for appointment, evaluation and removal.

2. APPOINTMENT CRITERIA

Directors (including Independent Directors)

- Persons of eminence with significant achievements in business, professions or public service.
- Strong financial/business literacy and industry-relevant experience.
- Compliance with Companies Act 2013 and Schedule IV Regulations.
- Selection via Chairman's recommendation, external recruitment, government data bank, or internal promotion.

KMP / Senior Management

- Requisite qualifications, skills and expertise to discharge assigned duties.
- Commitment to professionalism, transparency, teamwork and the Company's code of conduct.
- Selection via external recruitment, internal promotion or as per prevailing HR Policy.

3. REMUNERATION

Category	Remuneration Basis
Executive Directors	Determined by the Committee per Companies Act, 2013; subject to shareholder and/or Central Government approval where required.
Independent / Non-Executive Directors	Sitting fees for Board and Committee meetings as per the Act, decided by the Committee / Board.
KMP & Senior Management	Based on standard market practice and prevailing HR policies of the Company.

4. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of:

- Every individual Director (including Chairperson and Independent Directors).
- The Board as a whole and all Board Committees.

Evaluation criteria include knowledge, time and level of participation, performance of duties, oversight, professional conduct and independence. Continuation on the Board is subject to satisfactory yearly evaluation outcomes.

Independent Directors shall hold at least one separate meeting per year (without non-independent directors) to review: (a) Board and non-independent director performance; (b) Chairperson / Managing Director performance; and (c) adequacy of information flow between management and the Board.

5. TERM & REMOVAL

- Director terms shall be as prescribed under the Companies Act 2013 and SEBI LODR Regulations.
- KMP / Senior Management terms are governed by the Company's HR Policy.
- Removal may be recommended by the Committee to the Board, with reasons in writing, for disqualification under applicable law or for disciplinary reasons.

6. REVIEW & AMENDMENT

The Board of Directors may review, amend, substitute or replace this Policy at any time as it deems necessary. Any amendment shall be made in accordance with applicable statutory and regulatory requirements.