



DEXIT GLOBAL LIMITED

NOMINATION, REMUNERATION AND COMPENSATION POLICY

Date of approval of Board of Directors – July 28, 2026

Effective from July 28, 2026

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1. Introduction:

DEXIT Global Limited (formerly NSEIT Limited) ("Company") is governed by the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Pursuant to Section 178 of the Act, Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II of the SEBI LODR, the Nomination, Remuneration and Compensation Committee ("NRC" or "Committee") hereby recommends to the Board this Nomination, Remuneration and Compensation Policy ("Policy"), which supersedes all prior remuneration and nomination policies adopted in the name of NSEIT Limited or any predecessor version of the Company. In the event of conflict between this Policy and applicable law, the law shall prevail.

2. Definitions:

"Board" means the Board of Directors of DEXIT Technologies Limited.

"Director" means a director appointed to the Board of the Company.

"Executive Director" means the Managing Director, Whole-time Director or Manager of the Company.

"Independent Director" shall have the meaning ascribed to it under Section 149(6) of the Companies Act, 2013.

"Key Managerial Personnel (KMP)" means the Managing Director / CEO, Company Secretary, Whole-time Director, Chief Financial Officer and any such other officer(s) as the Board may designate from time to time.

"Senior Management Personnel" means members of the core management team, one level below the Executive Directors, including functional heads and all KMPs as defined under the Act.

"Committee / NRC" means the Nomination, Remuneration and Compensation Committee constituted under Section 178 of the Companies Act, 2013.

Words not defined herein shall carry the same meaning as assigned to them under the Companies Act, 2013 and the rules and regulations framed thereunder.

3. Objectives:

- Formulate criteria for identifying persons qualified to become Directors and Senior Management Personnel;
- Guide the Board in appointment, retirement and removal of Directors and Senior Management;
- Determine qualifications, positive attributes and independence criteria for Directors and ensure Board diversity and succession planning;
- Lay down a framework for payment of fair, reasonable and performance-linked remuneration to Directors, KMPs, Senior Management and other employees;
- Ensure the composition of remuneration is reasonable and sufficient to attract, retain and motivate talent and aligns with the short-term and long-term goals of the Company.

4. Nomination and Appointment:

4.1 Criteria for Directors and KMPs -

The NRC shall evaluate candidates on:

- (a) relevant expertise, qualifications and experience;
- (b) integrity, ethical conduct and reputation;
- (c) ability to devote adequate time;
- (d) absence of disqualification under Section 164 of the Act; and
- (e) in case of Independent Directors, satisfaction of independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, assessed at appointment, re-appointment and annually thereafter. Directors are expected to uphold the highest standards of corporate governance and act in good faith in the interest of the Company and its stakeholders.

4.2 Board Diversity and Succession Planning -

The Board shall endeavour to maintain adequate diversity in its composition with regard to expertise, gender, age and professional background, as required under the Act and SEBI LODR. The NRC shall maintain a succession planning framework for the Board and Senior Management to ensure continuity of leadership.

4.3 Appointment Process -

The NRC shall recommend all appointments and removals to the Board. Appointment of KMPs shall require: (a) prior recommendation by the NRC; and (b) approval by the Board at a duly convened Board meeting pursuant to Section 179(3)(k) of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014. KMP appointments shall not be made by way of a resolution passed by circulation. Shareholder and/or regulatory approvals shall be obtained wherever required under the Act or SEBI LODR.

5. Remuneration Policy:

5.1 General Principles -

The Committee shall lay down the compensation policy of the Company from time to time in accordance with market practice and the Company's philosophy. The annual compensation shall consist of a fixed component and a variable/performance-linked component; the proportion of fixed and variable components shall be as determined by the MD & CEO, NRC and/or Board, as may be deemed fit and appropriate in the given case or scenario. The following factors shall be considered while determining the compensation package: performance, potential, qualifications, experience, expertise, role, responsibilities, level, inflation, attraction and retention of talent, market benchmarks, size and complexities of operations, and the financial condition and health of the Company. Incentives to take excessive short-term risks shall be discouraged. ESOPs and equity-linked instruments shall not form part of compensation for KMPs and Senior Management.

5.2 Executive Directors -

The remuneration/compensation of Directors shall be determined by the Committee and recommended to the Board for approval. Such remuneration/compensation shall be subject to approval of the shareholders of the Company and/or the Central Government, wherever required under the Act. The remuneration of Executive Directors shall comprise a fixed base salary and may include a variable/performance-linked component. Total

managerial remuneration shall not exceed eleven per cent (11%) of net profits computed under Section 198 of the Act, with sub-limits of five per cent (5%) per individual and ten per cent (10%) in aggregate, unless shareholder approval is obtained. Where profits are inadequate or absent, remuneration shall comply with Schedule V to the Act. Executive Directors shall not be entitled to sitting fees and shall be governed by applicable HR policies.

5.3 Non-Executive and Independent Directors -

Non-Executive Directors, including Independent Directors, shall be entitled to: (a) sitting fees for attending meetings of the Board and Committees thereof, within statutory limits, as determined by the Board; (b) commission not exceeding one per cent (1%) of net profits (where the Company has a Managing Director, Whole-time Director or Manager) or three per cent (3%) in any other case, subject to shareholder approval where required; and (c) reimbursement of reasonable travel, boarding and lodging expenses for attending Board and Committee meetings. All fees and compensation shall comply with the Act and SEBI LODR Regulations.

5.4 KMPs, Senior Management and Other Employees -

The remuneration/compensation of KMPs and Senior Management Personnel shall be determined by the Managing Director and approved by the NRC and the Board, if and as required. Employees may, at the sole discretion of the MD/CEO, be granted temporary loans, and medical expenditure in excess of insured amounts may be approved from the Company's emergency corporate fund, subject to such limits as the Board may prescribe

6. NRC — Constitution and Role:

The NRC shall be constituted in accordance with Section 178 of the Act and Regulation 19 of SEBI LODR, comprising a minimum of three Non-Executive Directors, not less than half of whom shall be Independent Directors, with an Independent Director as Chairperson. The NRC shall discharge the following mandatory functions:

- Formulate criteria for qualifications, positive attributes and independence of Directors;
- Identify and recommend to the Board persons qualified for appointment as Directors and Senior Management, and their removal;
- Recommend and periodically review this Policy on remuneration of Directors, KMPs and employees;
- Formulate criteria for performance evaluation of Independent Directors and the Board;
- Devise and review the policy on Board diversity and succession planning;
- Recommend to the Board whether to extend or continue the term of an Independent Director based on performance evaluation; and
- Recommend all forms of remuneration payable to Senior Management.

The NRC Chairman shall report to the Board on material matters and present recommendations for Board approval. The NRC shall meet at least once in a financial year.

7. Disclosure, Amendment and Review:

Disclosure: Salient features of this Policy shall be included in the Board's Report and the full Policy shall be hosted on the Company's website, with the web-link disclosed in the Board's Report, in terms of Regulation 19(4) read with Part D of Schedule II of SEBI LODR.

Amendment: Any change in the Act, SEBI LODR or applicable law relating to remuneration shall be automatically applicable. The NRC may recommend amendments to this Policy for Board approval. No amendment shall be made without prior NRC and Board approval.

Review: This Policy shall be reviewed by the NRC at least once every two years or earlier if warranted by regulatory changes or industry practice.

Supersession: This Policy supersedes the Remuneration Policy of NSEIT Limited and all prior versions thereof. References in earlier Board resolutions or disclosures to the prior policy shall be read as references to this Policy with effect from the date of Board approval.