

NORSPIN

INTERNATIONAL LIMITED

FABRIC MANUFACTURING & EXPORT / IMPORT
ISO CERTIFIED 9001:2015

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF NORSPIN INTERNATIONAL LIMITED HELD ON MONDAY, 10TH NOVEMBER, 2025 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO 807 TO 811 (EIGHT FLOOR), ILD TRADE CENTRE, SECTOR 47, GURGAON, HARYANA, INDIA, 122018

RE-CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

"RESOLVED THAT pursuant to provisions of Section 178 of the Companies Act, 2013 ("the Act"), read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules framed thereunder (including any modification (s) or re-enactment thereof for the time being in force), the Board hereby re-constitutes its Nomination and Remuneration Committee with the following directors:

Name of the Director	Status in Committee	Nature of Directorship
Swati Bansal	Chairperson	Independent Director
Keshav Ahuja	Member	Independent Director
Bhagwati Joshi	Member	Non-Executive (Non-Independent) Director

RESOLVED FURTHER THAT the terms of reference of the Committee shall be such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) are:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
- 3) Devising a policy on Board diversity;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;

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- 5) Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time/ Executive Director(s), including all elements of remuneration package;
- 6) To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks;
- 7) Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- 8) Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities;
- 9) Formulating and recommending to the Board of Directors for its approval and also to review from time to time, a nomination and remuneration policy or processes, as may be required pursuant to the provisions of the Companies; Engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure / policy;

RESOLVED FURTHER THAT the frequency of meetings, powers of this Committee shall be in accordance with the provisions of the Act and other applicable laws for the time being in force.

RESOLVED FURTHER THAT the Company Secretary shall act as the secretary to the Committee.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary for the aforementioned resolution.

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RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter."

Certified True Copy

**For and On Behalf of
Norspin International Limited**

NORSPIN INTERNATIONAL LIMITED

**Manoj Saini
Managing Director
DIN: 08110165**


Manoj Saini
Director
DIN-08110165

NORSPIN INTERNATIONAL LIMITED


Manoj
Director
DIN-07267810