

9th December, 2025

Mrs. Shruti Shrivastava

Sub.: Re-Appointment as an Independent Director for a second term of 5 (five) consecutive years of Nalwa Sons Investments Limited

Dear Sir,

We are pleased to inform you that upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of Nalwa Sons Investments Limited ('the Company'), by way of a resolution by circulation, approved your re-appointment as Director (Non-Executive, Independent), with effect from 21st January, 2026, in terms of the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, including any statutory modifications or re-enactment(s) thereof and any rules made thereunder and Articles of Association of the Company. Your re-appointment is subject to the approval of shareholders being sought by way of Postal Ballot.

This letter sets out the terms of your re-appointment as a Non-Executive Independent Director of the Company.

Term

Your re-appointment as a Non-Executive Independent Director of the Company shall be for a consecutive term of 5 (five) years, with effect from 21st January 2026, subject to the approval of the Shareholders.

Role

All the directors are collectively responsible for success of the Company and they also represent and promote the long-term interests of shareholders. All directors are expected to take individual decisions objectively in the best interests of the Company.

You being an Independent Director is expected to bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct thereby ensuring high standards of financial probity and corporate governance.

Your role and duties will be those normally required of a Non-Executive Independent Director under the Act and Code of Independent Directors in Schedule IV thereto and SEBI LODR.

Fiduciary Duties

Your fiduciary duties for your reference are enumerated hereunder in brief:

- to act in accordance with the Company's Articles of Association, to act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- to discharge duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- not to achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if found guilty of making any undue gain, you shall be liable to pay an amount equal to that gain to the Company.
- not to assign your office and any assignment so made shall be void.
- not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is

- expressly approved by the Board or required by law.
- to meet the criteria of independence and give declaration thereof as prescribed in Section 149(6) of the Act and provisions of the SEBI LODR.
- your performance shall be evaluated by the Nomination & Remuneration Committee and the Board annually.
- governed by the provisions of Regulation 25 of the SEBI LODR Regulations 2015 as amended from time to time.

Liabilities

You being an Independent Director shall be held liable, only in respect of such acts of omission or commission by the Company which may occur with your knowledge, attributable through Board processes, and with your consent or connivance or where you may not act diligently.

Code of Conduct

You are expected to abide by the Code for Independent Directors, as prescribed under Schedule IV vide Section 149(8) of the Act, including relevant Rules, and any modifications thereto from time to time and the Company's Code of Conduct for Board and Senior Management.

Price sensitive information and dealing in the Company's shares

- Your attention is also drawn to the requirements under the Company's Code of Conduct to Regulate, Monitor and Report trading by Insiders which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently, your dealings, if any, in the securities of the Company or disclosure of price sensitive information should be in strict compliance with the said Code.
- The prohibition on disclosure of price sensitive information, insider trading and forward dealing in the securities of the Company is also applicable to you.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. You will disclose your concern or interest under Section 184 of the Act in any other company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving notice in writing in Form MBP-1 on an annual basis. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained upto date.

Subject to the other provisions of the Act, you are at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with your performance as a director of the Company.

Remuneration

The Company will pay sitting fee for attending the meetings of Board of Directors and Committees thereof from time to time within the prescribed limits under the Act.

The Company will also reimburse all direct and indirect expenses reasonably and properly incurred for attending the meetings of Board of Directors and/or Committees thereof.

Insurance

The Company has a Directors' and Officers' liability insurance policy in place and it is intended to maintain appropriate and adequate cover for the full term of your appointment.

Thanking You,

Yours faithfully

For **Nalwa Sons Investments Limited**