Charter of the Nomination and Remuneration Committee

(Approved by the Board of Directors on July 24, 2026)

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Charter of the Nomination and Remuneration Committee

Introduction

The Charter of the Nomination and Remuneration Committee ("**NRC**" or "**the Committee**") is formulated in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 read with Rules made thereunder.

The NRC shall assist the Board in discharging its responsibilities as required under the applicable laws. The role, responsibilities and powers of the Nomination and Remuneration Committee shall include matters set out in this Charter and such other matter as may be delegated by the Board or prescribed under the applicable laws, as amended from time to time.

The Board of Directors of the Company ("**the Board**") has approved this Charter of the Nomination and Remuneration Committee at its meeting held on July 24, 2026.

Composition

- The NRC shall have minimum 3 (three) Directors as members.
- All members of the NRC shall be non-executive directors and at least two-thirds of the members shall be Independent Directors.
- The members of the NRC shall be inducted by the Board. In recognition of the time burden associated with the service and with a view to bring in fresh insight, the NRC may consider limiting the term of the Committee service, by automatic rotation or by other means.
- The Chairperson of the NRC shall be an Independent Director and shall be appointed by the Board. The Chairperson of the Company shall not chair the Committee.
- The Company Secretary shall act as Secretary to the Committee.

Meeting and Quorum

- The NRC shall meet at least once in a year.
- The quorum for the meeting shall be one-third of the total strength or two members, whichever is greater, including at least one independent director.
- The NRC may invite such other executives, as it considers appropriate, to be present at the meetings.
- The Chairperson of the NRC may be present at the Annual General Meeting, to answer the shareholders' queries; however, it shall be up to the Chairperson to decide who shall answer the queries.

Authority

- The NRC shall act and have powers in accordance with the terms of reference (role and responsibilities) given in this Charter;
- The NRC may investigate any activity within the scope of this Charter or referred to it by the Board;
- The NRC may seek information from any employee, as may be required;
- The NRC may obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Role and Responsibilities

1) To review and recommend, the Board composition, structure and size (including the skills, knowledge, experience and diversity);

2) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors, a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;

3) For appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, formulate a description of the role and capabilities required of an independent director. For the purpose of identifying suitable candidates, the Committee may,
   - use the services of an external agencies, if required;
   - consider candidates from a wide range of backgrounds, having due regard to diversity; and
   - consider the time commitments of the candidates, etc.;

4) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

5) To devise a policy on diversity of Board of Directors;

6) To formulate criteria for performance evaluation of the Board, Committees and Directors;

7) To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

8) To recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

9) To recommend to the Board, all remuneration, in whatever form, payable to senior management;

10) To review key human resource related matters including organization structure, talent acquisition/ retention, succession planning for critical roles, employee attrition / retention / development plans, cultural transformation initiatives, annual increment approach including variable pay, employee survey, etc.;

11) To review the Company’s ESOP Scheme and recommend changes as necessary;

12) To oversee administration and implementation of the ESOP Scheme, like, grant of stock options, allot shares on exercise of stock options and related matters;

13) To perform such other functions or duties as may be required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 or any other applicable laws and the rules made thereunder from time to time;

14) To perform such other functions as may be specifically delegated to the NRC by the Board from time to time.

Reporting

The NRC shall report on its activities, and summarize any recommendations to the Board of Directors.

Evaluation

The NRC, may at its discretion can undertake a performance evaluation related to its purpose, duties, responsibilities and effectiveness, and recommend any changes, it considers necessary for approval of the Board of Directors. The Committee may conduct such evaluation and reviews at such intervals and in such manner as it may deem appropriate.

Review of NRC Charter

The NRC charter shall be reviewed and reassessed by the NRC at such intervals as the Committee may deems appropriate and recommendations, if any, shall be made to the Board for approval of the same.

The NRC charter has been prepared keeping in mind the provisions of the applicable laws and regulations. In case of any amendment or inclusion of new provisions in the applicable laws and regulations and because of such amendment or inclusion, if any provisions in this Charter is not consistent with such amendment or inclusion, then such amendment or inclusion shall prevail upon the provisions hereunder and this Charter shall stand amended accordingly from the effective date as laid down under such amendment.

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Note: Approved by the Board of Directors on July 24, 2026.