

BRAWN BIOTECH LIMITED
NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

This Nomination and Remuneration Policy (“Policy”) has been formulated in accordance with the provisions of Section 178 of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The policy lays down the criteria for:

- Appointment and removal of Directors, Key Managerial Personnel (“KMP”) and Senior Management;
- Determination of qualifications, positive attributes and independence of Directors;
- Remuneration of Directors, KMP and Senior Management personnel; and
- Evaluation of the performance of the Board, its Committees and individual Directors.

The objective of this Policy is to ensure that the Company attracts, retains and motivates qualified individuals to manage and direct the Company effectively while ensuring alignment with the long-term interests of stakeholders.

2. DEFINITIONS

For the purpose of this Policy:

“**Board**” means the Board of Directors of the Company.

“**Committee**” means the Nomination and Remuneration Committee of the Board constituted in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations.

“**Key Managerial Personnel (KMP)**” shall have the meaning assigned under Section 2(51) of the Companies Act, 2013.

“**Senior Management**” means officers/personnel of the Company who are members of its core management team excluding the Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.



3. OBJECTIVES OF THE POLICY

The primary objectives of this Policy are:

- To lay down criteria and terms for appointment of Directors, KMP and Senior Management.
 - To formulate criteria for determining qualifications, positive attributes and independence of Directors.
 - To recommend remuneration that is reasonable and sufficient to attract, retain and motivate competent individuals.
 - To ensure that the remuneration is linked to performance and aligned with the Company's long-term strategic goals.
 - To ensure diversity of thought, experience and background on the Board.
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4. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Board shall constitute a Nomination and Remuneration Committee in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

The Committee shall perform the functions entrusted to it by the Board including recommendations relating to appointment, remuneration and evaluation of Directors and Senior Management.

The Committee shall meet as and when required to discharge its responsibilities.

5. ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall, inter alia:

- a) Identify persons who are qualified to become Directors and who may be appointed in Senior Management.
- b) Recommend to the Board the appointment and removal of Directors, KMP and Senior Management.
- c) Formulate criteria for determining qualifications, positive attributes and independence of Directors.
- d) Recommend to the Board a policy relating to remuneration of Directors, KMP and Senior Management.
- e) Devise a policy on Board diversity.
- f) Carry out evaluation of performance of the Board, its Committees and individual Directors.
- g) Formulate succession plans for the Board and Senior Management.



- h) Recommend to the Board all remuneration payable to Directors, KMP and Senior Management.
 - i) Review and recommend the continuation or extension of the term of appointment of Independent Directors based on performance evaluation.
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6. BOARD DIVERSITY

The Company recognizes the importance of a diverse Board in enhancing the effectiveness of governance.

The Committee shall ensure that the Board comprises individuals with a balanced mix of:

- skills and professional expertise
- industry experience
- gender diversity
- educational and cultural background
- age and global exposure

The objective is to maintain an optimal combination of Executive, Non-Executive and Independent Directors.

7. CRITERIA FOR APPOINTMENT OF DIRECTORS

The Committee shall consider the following factors while recommending appointment of a Director:

- integrity, reputation and ethical standards
 - relevant expertise and industry experience
 - professional qualifications
 - ability to devote sufficient time to Board responsibilities
 - absence of disqualification under the Companies Act, 2013
 - independence criteria in case of Independent Directors.
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8. REMUNERATION POLICY

A). Remuneration to Managing Director / Whole-time Directors

a) The remuneration, commission, etc. payable to the Managing Director and/or Whole-time Directors shall be governed by the provisions of the Companies Act, 2013, and the rules made thereunder, or any other enactment for the time being in force and shall be subject to the approvals obtained from the Members of the Company, if required.



b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate, with regard to the remuneration payable to the Managing Director and Whole-time Directors.

B). Remuneration to Non-Executive / Independent Directors

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All remuneration payable to the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to the ceilings/limits as provided under the Companies Act, 2013 and the rules made thereunder or any other enactment for the time being in force. The amount of such remuneration shall be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or the shareholders, as the case may be.

c) An Independent Director shall not be eligible to receive stock options and shall not be eligible to participate in any share-based payment schemes of the Company.

d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of a professional nature shall not be considered as part of the remuneration for the purposes of clause (b) above, if the following conditions are satisfied:

i. The services are rendered by such Director in his/her capacity as a professional; and

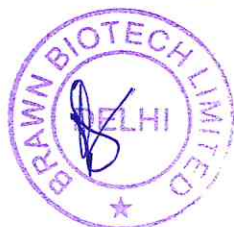
ii. In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

C). Remuneration to Key Managerial Personnel and Senior Management

a) The remuneration to Key Managerial Personnel (KMP) and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc., as decided from time to time.

c) The incentive pay shall be decided based on the balance between the performance of the Company and the performance of the Key Managerial Personnel and Senior Management and shall be determined annually or at such intervals as may be considered appropriate.



9. PERFORMANCE EVALUATION

The Committee shall specify the manner for effective evaluation of performance of:

- the Board of Directors
- Committees of the Board
- individual Directors including Independent Directors.

Evaluation parameters may include:

- attendance and participation in meetings
- contribution to strategy and governance
- safeguarding interests of minority shareholders
- professional conduct and independence of judgement.

10. REVIEW AND AMENDMENT

The Committee shall review this Policy periodically and recommend necessary amendments to the Board to ensure compliance with applicable laws and evolving corporate governance standards.

11. IMPLEMENTATION

- The committee may issue guidelines, procedures, formats, reporting mechanisms and manuals in supplement and for better implementation of this policy as considered appropriate.
- The committee may delegate any of its powers to one or more of its members.

