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EMA PARTNERS INDIA LIMITED

(formerly known as EMA Partners India Private Limited)

NOMINATION AND REMUNERATION COMMITTEE CHARTER

V01 Approved on: 21.08.2024

V02 Reviewed on 16.02.2026

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I. INTRODUCTION:

The Companies Act, 2013 (“Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) require a listed company to adopt a policy with respect to appointment of Directors and remuneration of Directors, Key Managerial Personnel (“KMP”), Senior Management and other employees.

This policy has been prepared pursuant to the provisions of Section 178(3) of the Act and Part D of Schedule II of the SEBI Listing Regulations, as applicable to SME listed Companies and lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP, Senior Management and other employees.

II. DEFINITION:

- a) **“Applicable Law”**: includes any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.
- b) **“Company”** means EMA Partners India Limited (formerly known as EMA Partners India Private Limited).
- c) **“Directors”**: Directors (other than Managing Director(s) and Whole-time Director(s)) appointed under the provisions of the Companies Act, 2013 and rules made thereunder.
- d) **“Employee”** means any person who is in the permanent employment of the Company.
- e) **“Key Managerial Personnel”**: Managing Director(s), Whole-time Director(s), Chief Executive Officers of the businesses of the Company reporting to the Managing Director, Chief Financial Officer and Company Secretary.
- f) **“Nomination and Remuneration Committee”** means a committee as constituted under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- g) **“Senior Management Personnel”**: means officers/personnel of the Company who are members of its Core Management Team excluding Board Members comprising all members of management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include chief financial officer and company secretary (except administrative support staff / executive assistants), including the Functional Heads.

Words and expressions not defined in this Charter shall have the same meaning as contained in the Act and the SEBI Listing Regulations.

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III. NOMINATION AND REMUNERATION PHILOSOPHY:

We believe that human capital is our most important asset required in fulfilling our business objectives. Our human resource philosophy is designed to build a best-in-class organizational culture to attract, nurture and retain talent across levels, globally. We continually strive to foster an environment that enhances skills and leadership qualities among our global teams. We also believe that a well-designed, consistently applied compensation program is fundamental to the creation of sustainable workforce over the long-term.

These objectives are achieved by following a well-defined hiring strategy and compensation program that links performance, efforts and achievements of Directors, KMP, Senior Management and other employees to the Company’s goals and long-term objectives. The compensation structure is merit-based, market-led and benchmarked against industry standards.

The Nomination and Remuneration Committee administers and oversees the Nomination and Remuneration Charter and its implementation.

IV. APPLICABILITY OF THE CHARTER:

This Charter is applicable to:

- i. Directors viz. Whole-time Director, Non-Executive and Independent Directors;
- ii. Key Managerial Personnel;
- iii. Senior Management Personnel.

V. APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL:

Appointment of Directors and KMP and Senior Management Personnel is approved by the Board based on the recommendations of the Nomination and Remuneration Committee, and is subject to approval of shareholders, wherever applicable.

The Nomination and Remuneration Committee is guided by its charter and also by the Company’s Guidelines, if any, in the appointment of Directors, KMP and Senior Management Personnel and other employees. Among other things, the following criteria is to be considered:

- i. Qualification, expertise and experience in their respective fields such as Information Technology Business, Scientific Research & Development, International Markets, Leadership, Risk Management and Strategic Planning etc.
- ii. Personal characteristics/ Positive Attributes which align with the Company’s values, such as integrity, accountability, financial literacy, high performance standards, etc.
- iii. To formulate criteria for evaluation of Independent Directors and the Board.
- iv. Evaluation of balance of skills, knowledge and experience currently the Board of Directors of Company has.
- v. Diversity of thought, experience, knowledge, perspective and gender in the Board.
- vi. Such other criteria as prescribed in the Board or committee from time to time.

In addition, the candidates identified for appointment as Directors should not be disqualified under applicable provisions of the Act. Candidates identified for appointment as Independent Directors should also satisfy

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prescribed criteria for independence under applicable provisions of Act and SEBI Listing Regulations, as applicable to SME listed companies.

VI. APPOINTMENT OF INDEPENDENT DIRECTOR:

For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.

While evaluating a person for appointment / re-appointment as an Independent Director, the Committee shall ensure that the proposed candidate satisfies the following additional criteria:

- a) meet the baseline definition and criteria of “independence” as set out in section 149 of the Act, the SEBI Listing Regulations and other applicable laws.
- b) should not hold any board / employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.
- c) has attained minimum age of 25 years and is not older than 75 years.
- d) does not hold independent directorship in more than seven listed entities.
- e) does not hold directorship in more than three listed entities if serving as a whole time director in any listed entity

In case of re-appointment of Independent Directors, the Board, Nomination and Remuneration Committee shall take into consideration the performance evaluation of the Independent Directors and their engagement level.

The tenure of appointment of a Managing Director, Whole-time Director and Independent Director shall be decided by the Board on the basis of the recommendations of the Nomination and Remuneration Committee and shall be as per applicable provisions of Act and SEBI Listing Regulations.

The Whole-time Directors, KMP and Senior Management Personnel and other employees are subject to retirement and removal as per the applicable provisions of Act and prevailing retirement policy of the Company.

VII. REMUNERATION OF DIRECTORS, KMP, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES:

The compensation structure is to be aligned to overall philosophy of the Company to attract, nurture and retain high quality talent. Remuneration of Directors and KMP shall be approved by the Board based on the recommendations of the Nomination and Remuneration Committee, and shall be subject to approval of the

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Shareholders, wherever applicable. Remuneration of other employees may be decided by the management of the Company.

In determining the remuneration of Directors, KMP, Senior Management Personnel and other employees, the following criteria is considered:

- i. The balance between fixed and variable pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- ii. Alignment of remuneration of KMP and Directors with long-term interests of the Company and its shareholders;
- iii. Independent Directors and Directors forming part of the Promoter and Promoter Group shall not be entitled to receive stock options.
- iv. Company's performance vis-à-vis the annual achievement, individuals' performance vis-à-vis KRAs/KPIs, industry benchmark and current compensation trends in the market.

The remuneration/ compensation/ commission etc. to be paid to Executive Chairman /Whole-time Director etc. shall be governed as per provisions of the Act and rules made there under or any other enactment for the time being in force. The remuneration payable by the Company to the executive directors shall be subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

The Independent Directors are entitled to receive remuneration as hereunder;

- i. Sitting fees for each attending meetings of the Board or Committee(s) within the overall limits prescribed under the Act.
- ii. Commission on a quarterly basis, subject to total commission payable to Independent Directors shall not exceed 1% of the net profits of the Company during any financial year. The commission is payable on pro-rata basis to those Directors who occupy office for part of the year.
- iii. Reimbursement of expenses for participation in Board/Committee meetings.

VIII. MEMBERSHIP:

- a) The Committee shall comprise of at least (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent Directors.
- b) The Board of Directors shall have the authority to **reconstitute the Committee from time to time**, as may be required, to ensure compliance with the provisions of the Act and the SEBI Listing Regulations applicable to SME listed entities.
- c) The quorum for the Meeting of the Nomination and Remuneration Committee shall either be two members or one-third of the total strength of the Committee, whichever is higher (including at least one independent director in attendance).
- d) The Chairperson of the Committee shall be an **Independent Director** and shall be present at the Annual General Meeting to answer shareholders' queries, if any.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

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IX. FREQUENCY OF MEETINGS:

The Committee shall meet at least once in a year. Additional meetings may happen as the Committee deems it appropriate. Minutes of the meeting shall be circulated to the Committee. The Committee shall report to the Board regarding its actions and make necessary recommendations to the Board. The Committee shall be governed by the same rules regarding meetings as are applicable to the Board.

X. DISCLOSURES:

Keeping in spirit with the Company’s high standards of governance and transparency, necessary disclosures regarding appointment and remuneration of Directors and KMP shall be made as per requirements of Act and SEBI Listing Regulations. Such disclosures may be made in the annual report, notice to shareholders, regulatory filings, etc.

XI. REVIEW OF POLICY/CHARTER & AMENDMENTS:

This Charter was adopted by the Board at their meeting held on August 21, 2024 and reviewed and amended on February 16, 2026 based on the recommendations made by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may review the Charter from time to time and recommend necessary changes to the Board for approval.

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Charter entirely with a new Charter. The Board may also establish further rules and procedures, from time to time, to give effect to this Charter. Any change in regulatory provisions, rules, and regulations from time to time, the amended provisions shall prevail upon the corresponding provision of this Charter from the effective date of such changes in the provisions.

Any new regulation / circular issued by SEBI shall be deemed to have been included in the Charter immediately upon their issuance, without waiting for formal approval of the Nomination and Remuneration Committee /Board. The provisions in the Charter are in addition to, and not in derogation of, other applicable laws.

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