



PARAMOTOR DIGITAL TECHNOLOGY LIMITED

NOMINATION & REMUNERATION POLICY

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PARAMOTOR DIGITAL TECHNOLOGY LIMITED

NOMINATION & REMUNERATION POLICY

1. PREAMBLE

Paramotor Digital Technology Limited (the “**Company**”) has formulated this Nomination and Remuneration Policy (“**Policy**”) to provide a framework for nomination, review of remuneration and removal of members of the board of directors (the “**Board**”) of the Company, key managerial personnel, members of senior management and other employees of the Company.

This Policy is guided by the principles and objectives as enumerated in Section 178(3) of the Companies Act, 2013 and the rules made thereunder, each as amended (the “**Companies Act**”) and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), to provide framework for:

- 1.1 Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Executives of the Company;
- 1.2 To formulate the criteria for determining qualifications, positive attributes and independence of a director; and
- 1.3 Remuneration payable to Directors, KMPs, Senior Management and other employees of the Company.
- 1.4 Removal of Director in case of any disqualification or reason sufficient as may be decided by the committee.

This policy has been considered and recommended by the Nomination and Remuneration Committee (the “**NRC**”/ “**Committee**”) of the Board, before its approval and adoption.

2. OBJECTIVES

The policy is framed with the following objectives:

- 2.1 To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration;
- 2.2 That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- 2.3 That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;



- 2.4 That the remuneration to Directors, Key Managerial Personnel, Senior Management and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- 2.5 To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry;
- 2.6 To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's organizations;
- 2.7 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and
- 2.8 To lay down criteria for appointment, re-appointment and removal of directors, Key Managerial personnel and Senior Management.

3. CRITERIA FOR DETERMINING THE APPOINTMENT OF FOLLOWING

MANAGING DIRECTOR:

The Company shall appoint or re-appoint any person as its Managing Director in line with the requirement of the Companies Act and Articles of Association of the Company.

Qualifications for appointment of Independent Directors and Directors:

- a. Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- b. Their financial or business literacy/skills.
- c. Their experience in the business and related area.
- d. Appropriate other qualification/experience to meet the objectives of the Company.
- e. As per the applicable provisions of the Companies Act 2013, Rules made thereunder and Listing Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Independent Directors and Directors:

- a. Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.



- b. Actively update their knowledge and skills with the latest developments in the relevant industry, market conditions and applicable legal provisions.
- c. Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- d. To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- e. Ability to develop a good working relationship with other Board/Committee members and contribute to the Board's working relationship with the senior management of the Company.
- f. To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- g. Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made thereunder as amended from time to time and Listing Regulations, 2015.
- h. The person for the appointment of directors should fit the criteria prescribed by SEBI guidelines, circular as amended from time to time.
- i. The tenure of the directors / independent director will be in line with the Companies Act 2013, Listing Regulations, 2015 as policy adopted by the company , if any.
- j. The appointment / re-appointment of a Director will be subject to the approval of the Company and compliance with the requirements prescribed by SEBI as amended from time to time.

Criteria for appointment (including re-appointment) of KMP/Senior Management:

- a. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- b. To practice and encourage professionalism and transparent working environment.
- c. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- d. To adhere strictly to code of conduct.
- e. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person including performance are sufficient/satisfactory for the concerned position.

All other provisions of HR Policy (any other named or applicable to all employees) will also be applicable.

4. REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS

4.1. Non-Executive and Independent Directors (“**NEDs**”) will be paid remuneration by way of sitting fees and/or commission. The remuneration/commission/ compensation to the NEDs will be determined by the Nomination and Remuneration Committee of the Board (“**NRC**”) and recommended to the Board for its approval.

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- 4.2. [As may be approved by the shareholders at the shareholders meeting, the commission will be paid to the NEDs at a rate not exceeding 1% per annum of the profits of the Company computed in accordance with Section 198 of the Companies Act or such other amount as may be approved by the shareholders. The commission to be paid will be restricted to a fixed sum within the above limit annually on the basis of their tenor in office during the financial year.
- 4.3. The payment of the commission, if any, to the NEDs will be placed before the Board every year for its consideration and approval. The sitting fee payable to the NEDs for attending the Board and committee meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to comparable best in class companies.
- 4.4. Keeping with evolving trends in industries and considering the time and efforts spent by specific NEDs, the practice of paying differential commission will be considered by the Board.
- 4.5. NEDs including Independent Directors will not be eligible to receive stock options under the employee stock option scheme(s) (“ESOP”) of the Company, as per the ESOP scheme in force from time to time and in accordance with the applicable laws.
- 4.6. NEDs are entitled to be paid all travelling and other expenses they incur for attending to the Company’s affairs, including attending meetings of the Company.
- 4.7. The remuneration payable by the Company to NEDs shall be subject to the conditions specified in the Companies Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

5. REMUNERATION OF EXECUTIVE DIRECTOR

- 5.1. The compensation paid to the executive directors (including managing director) will be within the scale approved by the shareholders. The elements of the total compensation, approved by the NRC will be within the overall limits specified under the Companies Act.
- 5.2. The elements of compensation of the executive director will include the elements as described in paragraph 6 below.
- 5.3. The NRC will determine the annual variable pay compensation in the form of annual incentive and annual increment for the executive director based on Company’s and individual’s performance as against the pre-agreed objectives for the year.
- 5.4. The executive directors, except for a promoter director, will also be eligible for ESOPs as per the ESOP scheme in force from time to time. Grants under the ESOP scheme shall be approved by the NRC.



- 5.5. In case of inadequacy of profit in any financial year, the remuneration payable to the executive director shall be further subject to the relevant provisions of the Companies Act.
- 5.6. Executive directors will not be paid sitting fees for any Board/committee meetings attended by them.
- 5.7. The remuneration payable by the Company to the executive directors shall be subject to the conditions specified in the Companies Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

6. REMUNERATION TO KEY MANAGERIAL PERSONNEL/SENIOR MANAGEMENT AND OTHER EMPLOYEES

- 6.1. The Company's total compensation for key managerial personnel/ members of senior management as defined under the Companies Act and the SEBI Listing Regulations, as applicable, and other employees will consist of:
- fixed compensation;
 - variable compensation in the form of annual incentive;
 - benefits;
 - work related facilities and perquisites.
- 6.2. In addition, selected senior executives will be eligible for long-term incentive plan in the form of ESOPs, as per the ESOP scheme in force from time to time. Grants under the ESOP scheme will be approved by the NRC.
- 6.3. Fixed compensation will be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation will include basic salary, housing allowance, leave travel allowance and a cash allowance.
- 6.4. The annual incentive (variable pay) of executives will be linked directly to the performance of the Company.
- 6.5. Based on the grade and seniority of employees, benefits for employees may include
- Health-Related
 - Health (hospitalization) insurance
 - Accident and life insurance
 - Retirement-related
 - Contribution to a superannuation fund (in addition to statutory benefits such as provident fund account, gratuity, etc.)



- 6.6. Employees will also be eligible for work related facilities and perquisites as may be determined through human resources policies issued from time to time based on the grade of the employee.
- 6.7. A formal annual performance management process will be applicable to all employees, including senior executives. Annual increases in fixed and variable compensation of individual executives will be directly linked to the performance ratings of individual employee.
- Overall compensation shall be subject to periodic reviews which takes into account data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Company's performance and the economic environment.
 - Employees may be eligible for ESOPs as per the ESOP scheme(s) approved by the shareholders and in force from time to time. The objective of the ESOP is to reward the eligible employees, for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company.
 - Employees may be eligible for severance payments in accordance with the termination clause in their employment agreement subject to applicable regulatory requirements.

7. EVALUATION:

- 7.1. The Board shall carry out evaluation of performance of Key Managerial Personnel and Senior Management on an annual basis.
- 7.2. The Committee shall determine the manner for evaluation of performance of Board, committees of the Board and directors on an annual basis to be carried out by the Board and review its implementation and compliance. For this purpose, Committee may formulate a separate policy/criteria for evaluation. The Committee may also seek the support and guidance of external experts and agencies for this purpose.

The Committee may review and recommend to the Board for re-appointment of independent director(s) on the basis of the report of performance evaluation of the concerned director(s).

8. REMOVAL OF DIRECTOR, KMP OR SENIOR MANAGEMENT PERSONNEL

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, or for any other reason the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations as applicable to the Company.



9. COMMITTEE MEMBERS INTEREST

- 9.1. A member of the NRC is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.
- 9.2. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.

10. ADOPTION, CHANGES AND DISCLOSURE OF INFORMATION

- 10.1. This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NRC.
- 10.2. This Policy may be reviewed at such intervals as the Board or NRC may deem necessary.
- 10.3. Such disclosures of this Policy as may be required under the Companies Act and SEBI Listing Regulations may be made.

11. DISSEMINATION OF POLICY

A copy of this Policy shall be handed over to all directors on the Board, within one month from the date of approval by the Board. This Policy shall also be posted on the website of the Company and the details of this Policy, including the evaluation criteria, shall be mentioned in the Annual Report of the Company.

12. CONFLICT OF POLICY

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to this Policy.

DATE: 18th April, 2026