ONEMI TECHNOLOGY SOLUTIONS LIMITED
(Formerly known as ONEMI TECHNOLOGY SOLUTIONS PRIVATE LIMITED)

Nomination and Remuneration Policy

Document Management

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NOMINATION & REMUNERATION POLICY

1. PREAMBLE

ONEMI Technology Solutions Limited (the “Company”) has formulated this Nomination and Remuneration Policy (“Policy”) to provide a framework for remuneration of members of the board of directors (the “Board”) of the Company, key managerial personnel, 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 “**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**”),.The Policy shall ensure that:

(a) 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;
(b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(c) Remuneration to Directors, Key management Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.

This Policy reflects the remuneration philosophy and principles of the Company and considers the pay and employment conditions with peers / competitive market to ensure that pay structures are appropriately aligned.

2. CRITERIA FOR APPOINTMENT, REAPPOINTMENT, REMOVAL OF DIRECTORS AND SENIOR MANAGEMENT

2.1. The Nomination and Remuneration Committee shall identify and recommend to the Board, the persons who are qualified and suitable for appointment or re-appointment as Directors, Key Managerial Personnel and Senior Management Personnel, based on their qualifications, skills, knowledge, experience, expertise, integrity, professional competence, leadership capabilities and suitability for the role, having regard to the nature and requirements of the position and the Company's business.

2.2. In case of Directors, the Committee shall also consider the requirements relating to independence, diversity, fit and proper criteria, where applicable, and the individual's ability to devote sufficient time and attention to the affairs of the Company.

2.3. For re-appointment, the Committee shall additionally consider the individual's performance, contribution, attendance, conduct, effectiveness and fulfilment of the responsibilities assigned to the position.

2.4. The Committee may recommend removal from office where the individual fails to meet the applicable eligibility or suitability criteria, demonstrates sustained under-performance, fails to discharge the responsibilities of the role, is found to have acted in a manner inconsistent with the Company's values or applicable laws, or where such removal is otherwise considered to be in the best interests of the Company, subject to applicable laws and regulations.

3. REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS

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

3.2. The payment of the commission 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 NRC meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to comparable best in class companies.

3.3. 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.

3.4. NEDs are entitled to be paid all travelling and other expenses they incur for attending the Company's affairs, including attending meetings of the Company.

3.5. The remuneration payable by the Company to NEDs 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.

3.6. The following criteria should be followed for determining qualifications, positive attributes and independence of a director:

For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, industry knowledge and experience on the Board. The person recommended to the Board for appointment as an Independent Director shall have such capabilities and experience that commensurate with the size and business operations of the Company. For the purpose of identifying suitable candidates, the Committee may:
- Use the services of an external agency, if required;
- Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- Consider the time commitments of the candidates.

The NRC shall ensure that the proposed Independent Director satisfies the applicable criteria for independence under the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws, as amended from time to time. The NRC shall obtain the requisite declarations and confirmations from the proposed Independent Director in relation to his/her independence and assess the same in accordance with applicable law. The Board shall consider and take on record such declaration and confirmation in accordance with the applicable regulatory requirements.

3.7. The following criteria should be followed for making payments to Non-Executive Directors:

The payment of commission/remuneration to Non-Executive Directors, including Independent Directors, shall be determined by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, having regard to the following criteria:

1. **Performance of the Company:** The overall financial and operational performance of the Company, including profitability, growth, business performance and achievement of strategic objectives.
2. **Individual contribution:** The contribution and involvement of the Non-Executive Director in the deliberations and decision-making of the Board and its Committees.
3. **Committee responsibilities:** The responsibilities undertaken by the Director as a member or Chairperson of any Board Committee and the extent of involvement in the matters considered by such Committee.
4. **Expertise and experience:** The Director's qualifications, knowledge, expertise, experience and the value derived by the Company from such expertise.
5. **Strategic contribution:** The contribution made by the Director towards formulation and

implementation of the Company's strategy, governance framework, risk management, regulatory compliance and other matters of strategic importance.

6. **Corporate governance:** The Director's contribution towards maintaining high standards of corporate governance, ethical conduct, transparency and stakeholder interests.
7. **Regulatory and statutory considerations:** The commission shall be determined within the limits prescribed under the Companies Act, 2013, applicable rules and regulations, the Articles of Association of the Company and such limits as approved by the Shareholders.
8. **Peer and industry practices:** The prevailing remuneration practices in comparable companies and the Company's overall remuneration philosophy may also be considered while determining the commission.
9. **Other relevant factors:** The Board may consider such other factors as may be relevant and appropriate, having regard to the Company's business, size, complexity, performance and governance requirements.

The commission payable to Non-Executive Directors shall be determined in a fair, reasonable and transparent manner and should not be based solely on any single performance parameter. The Board may, on the recommendation of the Nomination and Remuneration Committee, determine the manner, quantum and frequency of payment of such commission, subject to applicable statutory limits and approvals.

4. REMUNERATION OF EXECUTIVE DIRECTOR

4.1. 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 shall be within the overall limits specified under the Act.

4.2. The elements of compensation of the executive director include the elements described in paragraph 4 below.

4.3. 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. The assessment may, inter alia, take into consideration the following performance criteria - financial and business performance, achievement of strategic and operational objectives, risk management and asset quality, regulatory and compliance performance, governance and internal controls, leadership and people management, stakeholder management, individual contribution and such other parameters as may be determined by the Nomination and Remuneration Committee from time to time.

4.4. 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.

4.5. 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 Act and in line with remuneration approved by the Shareholders.

4.6. Executive directors will not be paid sitting fees for any Board / committee meetings attended by them.

4.7. 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.

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

5.1. The Company's total compensation for Key Managerial Personnel/ Senior Management as defined under the Act / other employees will consist of:
- fixed compensation
- variable compensation in the form of annual incentive
- benefits
- work related facilities and perquisites.

5.2. In addition, select employees who will be eligible for a 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.

5.3. 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, cash allowance and should be as per the extant HR policy of the Company.

5.4. The annual incentive (variable pay) of executives will be linked directly to the performance of the Company.

5.5. 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.)

5.6. 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.

5.7. A formal annual performance management process will be applicable to all employees, including senior management. 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 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.

6. COMMITTEE MEMBERS' INTEREST

6.1. 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.

6.2. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.

7. ADOPTION, CHANGES AND DISCLOSURE OF INFORMATION

7.1. This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NRC.

7.2. This Policy may be reviewed at such intervals as the Board may deem necessary.

7.3. Such disclosures of this Policy as may be required under the Act and SEBI Listing Regulations may be made.

8. DISSEMINATION OF POLICY

8.1. This Policy shall also be hosted on the website of the Company.

For OnEMI Technology Solutions Limited
(Formerly known as OnEMI Technology Solutions Private Limited)

Sd/-
Krishnan Vishwanathan
Executive Director and Chief Financial Officer
Approved by the Board of Directors on August 26, 2026