

NOMINATION AND REMUNERATION POLICY

A. PREAMBLE

As per Section 178 of the Companies Act, 2013 read along with applicable rules thereto (the "Act"), and Regulation 19 read with Part D of Schedule II of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**").

As per the provisions of the Act and the Listing Regulation, the nomination and remuneration committee of the Board shall lay appropriate criteria for selection of Directors, Key Managerial Personnel and Senior Management and formulate appropriate policy for payment of equitable remuneration to them.

Accordingly, the Board of Directors of the Company on December 3, 2025 has adopted the policy for nomination and remuneration (the "**Policy**").

B. OBJECTIVES OF THE COMMITTEE

The Committee shall:

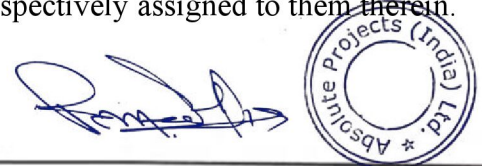
- 1) To formulate criteria for determining the qualifications, positive attributes and independence of Directors and to recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel ("KMP") and other employees of the Company.
- 2) To formulate criteria for evaluation of Independent Directors and to carry out performance evaluation of every Director and submit its report to the Board for further evaluation.
- 3) To advise and make recommendations to the Board with respect to the appointment, re-appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 4) To devise, recommend and review a policy on Board diversity.
- 5) To identify persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel or Senior Management in accordance with the criteria laid down in this Policy.
- 6) To recommend remuneration and reward mechanisms for Key Managerial Personnel and Senior Management that are directly linked to their effort, performance, dedication and achievement relating to the Company's operations.
- 7) To frame strategies for retention, motivation and promotion of talent and to ensure long-term sustainability of competent managerial personnel so as to create and maintain a competitive advantage for the Company.
- 8) To ensure that the level and composition of remuneration is reasonable and sufficient, that the relationship of remuneration to performance is clear, and that remuneration aligns with appropriate performance benchmarks.
- 9) To carry out such other functions as may be delegated by the Board from time to time and/or as required under applicable laws, rules, regulations, notifications or amendments thereto.
- 10) To perform all such acts, deeds and things as may be necessary or incidental for the effective performance of its duties.
- 11) To develop, implement and periodically review a succession plan for the Board of Directors and Senior Management




C. DEFINITIONS

"Act"	Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time;
"Board"	Board means Board of Directors of the Company;
"Committee"	Committee means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time;
"Company"	Company means Absolute Projects (India) Limited;
"Director"	Directors means Directors of the Company; shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the Listing Regulations;
"Key Managerial Personnel"	shall mean- (i) the Chief Executive Officer or the managing director or the manager; (ii) the Whole-Time Director; (iii) the Company Secretary; (iv) the Chief Financial Officer; and (v) such other officer as may be prescribed under the applicable statutory provisions/ regulations.
"Nomination and Remuneration Committee" or "NRC"	shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act.
"Policy or This Policy"	<i>shall mean this Nomination and Remuneration Policy.</i>
Remuneration"	shall mean any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
"Senior Management"	shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act as may be amended from time to time shall have the meaning respectively assigned to them therein.



D. GUIDING PRINCIPLES

The Policy ensures that:

1. 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. Relationship of Remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, Key Managerial Personnel and Senior Management 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.

E. NOMINATION AND REMUNERATION COMMITTEE

1. **Role of Committee.** The role of the Committee inter-alia will be the following:

- a) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the prescribed criteria, and to recommend to the Board their appointment and removal.
- b) To carry out evaluation of the performance of every Director.
- c) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- d) To recommend to the Board a policy relating to the remuneration (payable in whatever form) of the Directors, Key Managerial Personnel and Senior Management.
- e) To determine whether to extend or continue the term of appointment of the Independent Director(s) on the basis of the performance evaluation report.
- f) To formulate criteria for evaluation of the performance of the Board, its Committees and individual Directors.
- g) To ensure 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, and that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To ensure that the remuneration of Directors, Key Managerial Personnel and Senior Management involve an appropriate balance between fixed and incentive pay, reflecting short-term and long-term performance objectives aligned with the working of the Company and its goals.
- i) To regularly review the Human Resource functions of the Company and periodically reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- j) To devise and recommend to the Board a policy on Board Diversity.
- k) To discharge such other functions or exercise such powers as may be delegated to the Committee by the Board from time to time and to make reports to the Board as appropriate.
- l) To undertake such other work and policy-related matters as are incidental or ancillary to the objectives of the Committee, in accordance with the provisions of applicable law and rules made thereunder.

2. Membership

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which at least two-third shall be independent directors.




- b) Chairperson of the Committee shall be an Independent Director. However, the Chairperson of the Company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.
- c) Minimum two (2) members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance, shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

3. Chairman

- a) Chairman of the Committee shall be an Independent Director.
- b) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- c) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member or any other Director to answer the shareholders' queries.

4. Frequency of meetings

The meeting of the Committee shall be held at such regular intervals as may be required but shall meet at least once in a financial year.

5. Committee members' interests

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

6. Secretary



The Company Secretary of the Company shall act as Secretary of the Committee.

7. Voting

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

8. Minutes of Committee meeting

Proceedings of all meetings must be documented and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

F. APPOINTMENT OF DIRECTORS

1. General Appointment Criteria

- a) The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel or at Senior Management level and accordingly recommend to the Board his / her appointment.
- b) The Company should ensure that the person so appointed as Director/ Independent Director/ Key Managerial Personnel / Senior Management Personnel shall not be disqualified under the Act, rules made there under or any other enactment for the time being in force.
- c) The Director/ Independent Director/ Key Managerial Personnel / Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Act, rules made there under, or any other enactment for the time being in force.
- d) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- e) The Company shall appoint / re-appoint an independent director, in terms with its "Policy on Terms of Appointment of Independent Director"

2. Tenure.

The Term / Tenure of the Directors shall be governed as per provisions of the Act and rules made there under as amended from time to time.

a) Managing Director/Whole-time Director/Manager (Managerial Person):


The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three (3) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serve do not exceed the maximum number fixed under the Act and/or the Listing Regulations.

3. Removal

Due to reasons for any disqualification mentioned in the Act, rules made there under or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, Key Managerial Personnel or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

4. Retirement.

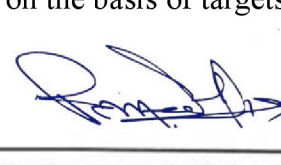

The Director, Key Managerial Personnel and Senior Management shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Managerial Personnel, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

G. REMUNERATION POLICY

1. Applicability: - This Policy is applicable to (a) Executive directors; (b) non-executive directors; (c) Key Managerial Personnel; (d) Senior Management Personnel; and (e) Employees.
2. Remuneration to Executive Director: - The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.
3. Remuneration to Non-executive Director: - The Non-Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them. The payment of sitting fees will be recommended by the Nomination and Remuneration Committee and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required provided that the amount of such fees shall not exceed Rs. 1 lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

H. EVALUATION OF THE DIRECTORS:

1. The evaluation/assessment of the Directors, of the Company is to be conducted on an annual basis on basis of "Board and Independent Director Evaluation Policy" of the Company.
2. Following criteria of evaluation of performance may assist in determining how effective the performances of the Directors have been:
 - a) **Executive Directors.** The Executive Directors shall be evaluated on the basis of targets/Criteria given to executive Directors by the Board from time to time.

- b) Non-Executive Director.** The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e., whether they.
- i. Act objectively and constructively while exercising their duties and responsibilities.
 - ii. Exercise their responsibilities in a bona fide manner in the best interests of the Company.
 - iii. Devote sufficient time and attention to their professional obligations to ensure informed and balanced decision-making.
 - iv. Not abuse their position to the detriment of the Company or its shareholders, nor seek any direct or indirect personal advantage or advantage for any associated person.
 - v. Refrain from any action that would result in the loss of their independence.
 - vi. Immediately inform the Board of Directors upon becoming aware of any circumstance that may result in the loss of their independence.
 - vii. Assist the Company in implementing and maintaining the highest standards of corporate governance practices.
 - viii. Endeavour to attend all meetings of the Board of Directors and the Committees thereof.
 - ix. Participate constructively and actively in the Committees of the Board in which they are appointed as Chairperson or Member.
 - x. Endeavour to attend the general meetings of the Company.
 - xi. Keep themselves well informed about the Company, its business operations, and the external environment in which it operates.
 - xii. Not unfairly obstruct the functioning of an otherwise properly constituted Board or any Committee thereof.
 - xiii. In situations involving conflict between the interests of management and shareholders, endeavour to moderate and arbitrate in the overall interest of the Company as a whole.
 - xiv. Abide by the provisions of the Company's Memorandum and Articles of Association and comply with all applicable policies, codes, and procedures of the Company, including the Code of Conduct and Insider Trading regulations
3. Additionally, for the evaluation/assessment of the performances of Managing Director(s)/Whole Time Director(s) of the Company, following criteria may also be considered:
- a) Leadership abilities.
 - b) Communication of expectations & concerns clearly with subordinates.
 - c) Direct, monitor & evaluate Key Managerial Personnel, senior officials.
4. Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.
5. The Executive Director /Non-Independent Directors along with the Independent Directors will evaluate /assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.





I. REMUNERATION

The Committee will recommend the remuneration to be paid to the Managing Director, Whole Time Director, Key Managerial Personnel and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

J. GENERAL

- The remuneration / compensation / commission etc. to Managerial Person, Key Managerial Personnel and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The Remuneration / compensation / commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Act, and the rules made thereunder for the time being in force.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person or such other date as mentioned in the resolution and 1st April in respect of other employees of the Company.

Where any insurance is taken by the Company on behalf of its Managerial Person, Key Managerial Personnel and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the Remuneration payable to any such personnel.

1. Remuneration To Managerial Person, Key Managerial Personnel and Senior Management

a) Fixed Pay:

Managerial Person, Key Managerial Personnel and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the prior approval of the Central Government.





c) Provisions For Excess Remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

2. Remuneration To Non-Executive / Independent Director

a) Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Act and the rules made there under for the time being in force.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Limit of Remuneration /Commission:

Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act.

3. The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role.

Hence remuneration should be:

- Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent);
- Based on the role played by the individual;
- Reflective of size of the Company, complexity of the sector/ industry/company's operations;
- Consistent with recognized best practice;
- Aligned to any regulatory requirements.

The remuneration paid to the Directors shall be within the limits approved by the shareholders. For executive directors, the elements of the total compensation, approved by the NRC will be within the overall limits specified under the Act. The remuneration payable by the Company to the executive directors shall be subject to the conditions specified in the Act and the Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.





The Company's total remuneration for KMP as defined under the Act / other employees will consist of fixed compensation in line with the skills, experience and performance; variable compensation, including performance-based incentive; benefits including retirement, insurance, and medical coverage; and work-related facilities and perquisites in line with policies issued from time to time.

In addition, select senior executives including the executive directors (including managing director) but excluding promoter director, 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.

In addition to the basic/ fixed salary, benefits, perquisites, and allowances as provided above, the Company may provide executive directors such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the executive directors would be based on performance as evaluated by the Board or the NRC and approved by the Board.

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.

The NRC will determine the annual variable pay compensation for the executive director subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time such as Company's and individual's performance against the pre-agreed objectives for the year.

A formal annual performance management process will be applicable to all employees, including senior executives. Performance-linked bonus /incentive and annual increases in fixed and variable compensation of individual executives will be linked to the performance assessment of individual employee and the Company's performance.

K. DISCLOSURE

This Policy and the evaluation criteria shall be disclosed in the Board's Report. Further, this Policy should be published on the website of the Company.

L. DEVIATIONS FROM THIS POLICY

Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case. However, this shall be subject to the approval of Board on the recommendation of Nomination and Remuneration Committee of the Company.