

NOMINATION & REMUNERATION POLICY

OF

PRISTINE LOGISTICS & INFRAPROJECTS LIMITED

1. PREAMBLE

Pristine Logistics & Infraprojects 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, 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/Listing Regulations**”), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

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. DEFINITIONS

- a. “**Act**” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- b. “**Board**” means Board of Directors of the Company.
- c. “**Committee / Nomination and Remuneration Committee/NRC**” means a Committee of the Board of Directors of the Company, constituted in accordance with the provisions of section 178 of the Companies Act, 2013 and SEBI Listing obligations.
- d. “**Independent Director**” means a director referred to in section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations.
- e. “**Key Managerial Personnel (KMP)**” in relation to a Company means and includes:
 - i. the Chief Executive Officer or the Managing Director or the manager;
 - ii. the Company Secretary;
 - iii. the Whole-Time Director;
 - iv. the Chief Financial Officer;
 - v. such other officer, not more than one level below the directors who are in whole-time employment, designated as key managerial personnel by the Board;
 - vi. Such other officer as may be prescribed.

- f. **“Senior Management Personnel/ Senior Management”** means Senior Management as defined under Regulation 16(1)(d) of SEBI Listing Regulations and as identified by the Board of Directors.

3. COMPOSITION

- a) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least two-third shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and Listing Regulations.
- c) Term of the Committee Members shall be perpetual unless terminated by the Board of Directors or by resignation, cessation etc.

4. CHAIRPERSON

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Committee but shall not chair the Committee.
- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5. FREQUENCY OF MEETING

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

6. ROLES AND RESPONSIBILITIES OF NOMINATION AND REMUNERATION COMMITTEE

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. To 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;
- iii. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- iv. Devising a policy on Board diversity, performance evaluation and succession planning for the board and senior management;
- v. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the

Board their appointment and removal;

- vi. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- vii. Recommend remuneration, in any form, payable to senior management personnel;
- viii. 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
- ix. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors;
- x. Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law.
- xi. Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, including the following:
 - a. administering the ESOP ("**Plan**");
 - b. determining the eligibility of employees to participate under the Plan;
 - c. granting options to eligible employees and determining the date of grant;
 - d. determining the number of options to be granted to an employee;
 - e. determining the exercise price under the Plan; and
 - f. construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
- xii. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors.

7. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at other level as may be

prescribed under the Act and Listing Regulations and recommend to the Board his / her appointment including the terms and tenure.

- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. The Director / Managerial Personnel / Senior Management shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or under listing regulations or any other enactment for the time being in force.
- d. For the appointment of an Independent Director, the 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:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates
- e. The appointment or continuation of Directors shall be subject to the age limits specified under applicable laws
- f. An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business..

8. TERM/TENURE

i. Executive Directors

The Company shall appoint or re-appoint any person as its Executive Director (Managing Director/Whole Time Director) for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

ii. 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 re-appointment 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 of upto maximum of 5 years each, 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 years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Independent Directors shall register themselves in the databank of Independent Directors in accordance with the provisions of Companies (Appointment and Qualification of Directors), 2014.

9. EVALUATION

The Committee shall carry out evaluation of performance of Director, managerial personnel and Senior Management Personnel yearly or at such intervals as may be considered necessary. The Company shall conduct the evaluation as per the Policy on Performance Evaluation of Directors and other Employees of the Company.

10. REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS

- a. Independent Directors/ Non-Executive Directors (“NEDs”) will be paid remuneration/ sitting fees/ commission. The remuneration/commission/ compensation to the NEDs will be determined by the Committee) and recommend to the Board for its approval.
- b. As approved by the shareholders at the shareholders meeting the commission will be paid to the NEDs (including Independent Directors at a rate not exceeding 1% per annum of the profits of the Company computed in accordance with Section 198 of the Companies Act. 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.
- c. The sitting fee payable to the Independent Directors/Non Executive Directors for attending the Board and committee meetings will be fixed, subject to the statutory ceiling.
- d. Independent Directors will not be eligible to receive stock options.
- e. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of this clause if the following conditions are satisfied:
 - i. The services are rendered by such Director in his capacity as the professional; and

- ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- f. NEDs including Independent Directors 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.
- g. The remuneration payable by the Company to NEDs and Independent 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.

11. REMUNERATION OF EXECUTIVE DIRECTOR

- a. 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 Committee will be within the overall limits specified under the Companies Act and in compliance with SEBI Listing Regulations;
- b. The break-up of the pay scale and quantum of perquisites shall be as per applicable human resource policies and applicable provisions of Companies Act;
- c. The Committee 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.
- d. 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 Company which may be adopted by the Company in the future, pursuant to shareholders' approval in and in accordance with applicable law.
- e. 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.
- f. Executive directors will not be paid sitting fees for any Board/committee meetings attended by them.
- g. 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.

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

- a. The 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 and the break-up of the pay scale and quantum of perquisites shall be as per applicable human resource policies
- b. In addition, select senior executives will be eligible for long-term incentive plan in the form of ESOPs, as per the ESOP scheme Company which may be adopted by the Company in the future, pursuant to shareholders' approval in and in accordance with applicable law.
- c. 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.
- d. The annual incentive (variable pay) of executives will be linked directly to the performance of the Company.
- e. Based on the grade and seniority of employees, the employees, the break-up of the pay scale and quantum of perquisites shall be as per applicable human resource policies.

13. BOARD DIVERSITY

The Board shall consist of such optimum combination of Executive, Non-Executive and Independent Directors (including one Independent Woman Director) in accordance with requirements of the Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

The Committee will lead the process for Board appointments and forward its recommendations to the Board. All Board appointments will be based on the skills, diverse experience, independence and knowledge, which the Board as a whole requires to be effective.

The Committee shall address Board vacancies by actively considering candidates that bring a diversity of background and industry experience or related expertise. The candidates will be considered against objective criteria having due regard to the benefits of diversity on the Board.

The Company has adopted the Policy on Board Diversity.

14. COMMITTEE MEMBERS INTEREST

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

15. ADOPTION, CHANGES AND DISCLOSURE OF INFORMATION

This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NRC. This Policy may be reviewed at such intervals as required under applicable laws by the Board upon recommended by NRC. Other disclosures as per relevant provisions of Companies Act and SEBI Listing Regulations shall be made by the company in the manner prescribes therein.

16. DISSEMINATION OF POLICY

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.

17. EFFECTIVE DATE

The Policy shall become effective from the date of its approval by the Board except for the requirements applicable pursuant to SEBI Listing Regulations which shall be effective upon the listing of the Company's securities on stock exchanges.

Version Control:

Sr. No.	Version No.	Date of approval
1	V 1	March 22, 2022
2	V 2	April 07, 2022
3	V3	May 23, 2026

For PRISTINE LOGISTICS & INFRAPROJECTS LIMITED


Company Secretary

For PRISTINE LOGISTICS & INFRAPROJECTS LIMITED

Company Secretary