



Kingfa Science & Technology (India) Limited



Nomination & Remuneration Policy

This Policy was amended and approved by the Board of Directors at its meeting held on February 07, 2026 and is effective from February 07, 2026.

1. PREAMBLE

The Nomination and Remuneration Committee (“NRC” or “Committee”) plays a pivotal role in ensuring that the Board of Directors and Senior Management of the Company are composed of individuals with appropriate qualifications, experience, integrity and independence, and that their remuneration is fair, transparent, performance-oriented and aligned with the long-term objectives of the Company.

This Policy aims to establish a structured framework for appointment, re-appointment, evaluation and remuneration of Directors, Key Managerial Personnel (“KMP”) and Senior Management, while balancing stakeholder interests and promoting sustainable value creation.

2. OBJECTIVE

This Nomination and Remuneration Policy is framed in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this Policy is to establish a structured framework governing the nomination and remuneration of Directors, KMP and Senior Management of the Company.

The key objectives of this Policy include the following:

- To lay down a transparent framework for appointment, re-appointment and removal of Directors, KMP and Senior Management.
- To ensure that the Board has an appropriate balance of skills, experience, diversity and independence.
- To recommend remuneration that is fair, competitive and linked to performance and responsibilities.
- To align remuneration practices with the Company’s long-term strategy, goals and stakeholder interests.
- To attract, retain and motivate competent leadership and high-calibre talent.
- To ensure compliance with applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations.
- To promote sound corporate governance and sustainable value creation.

3. DEFINITIONS

“Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Act” means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.

“Board” means Board of Directors of the Company. **“Directors”** mean Directors of the Company.

“Company” means Kingfa Science & Technology (India) Limited.

“Independent Director” means a Director as specified in section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Key Managerial Personnel” means

- Managing Director, or Chief Executive Officer or Manager; and in their absence, a Whole-time Director;
- Chief Financial Officer;
- Company Secretary;
- such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- such other officer as may be prescribed.

“Senior Management” shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the LODR Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. CONSTITUTION, QUORUM AND MEETINGS OF THE NOMINATION AND REMUNERATION COMMITTEE

4.1 Constitution

The Nomination and Remuneration Committee shall be constituted by the Board in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Committee shall consist of at least three Non-Executive Directors, with not less than one-half being Independent Directors. The Chairperson of the Committee shall be an Independent Director.

4.2 Quorum

The quorum for a meeting of the Committee shall be two members or one-third of the Committee members, whichever is higher, including at least one Independent Director.

4.3 Meetings

The Committee shall meet as and when required, but at least once in a financial year. The Company Secretary shall act as Secretary to the Committee and shall record the minutes of the meetings.

5. ROLE AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall discharge the following roles and responsibilities in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 read with Schedule II, Part D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- To formulate the criteria for determining qualifications, positive attributes and independence of Directors and to recommend to the Board the Nomination and Remuneration Policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment, re-appointment, continuation or removal.
- To ensure that the level and composition of remuneration of Directors, Key Managerial Personnel and Senior Management is reasonable and sufficient to attract, retain and motivate persons of the quality required to run the Company successfully.
- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives of the Company.
- To carry out evaluation of the performance of every Director and to formulate the criteria and specify the manner for effective evaluation of the performance of the Board, its Committees and individual Directors, and to review its implementation and compliance.
- To devise a policy on diversity of the Board of Directors.
- For every appointment of an Independent Director, 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 and recommend a suitable candidate to the Board.
- To recommend whether to extend or continue the term of appointment of an Independent Director, on the basis of the report of performance evaluation.
- To recommend to the Board all remuneration, in whatever form, payable to Senior Management.

6. APPOINTMENT CRITERIA AND QUALIFICATIONS

The Nomination and Remuneration Committee shall identify and recommend to the Board persons who are qualified to become Directors, Key Managerial Personnel and Senior Management, in accordance with the criteria laid down under this Policy and applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In evaluating suitability for appointment, the Committee shall consider, inter alia, the following:

- Appropriate skills, experience, expertise and knowledge relevant to the Company's business and industry.
- Integrity, ethical standards and sound judgment.
- Qualifications and positive attributes as prescribed under applicable laws and determined by the Committee.

- For appointment of Independent Directors, independence as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
- The balance of skills, knowledge and experience on the Board and the capabilities required for the role, particularly in case of appointment of Independent Directors.
- The time commitment and ability of the proposed appointee to effectively discharge his/her duties.
- Compliance with all eligibility criteria and conditions prescribed under applicable laws, rules and regulations.

7. PROVISIONS FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

The remuneration of Directors, Key Managerial Personnel and Senior Management shall be determined by the Nomination and Remuneration Committee and recommended to the Board for approval, in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

The Committee shall ensure that:

- The level and composition of remuneration is 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 is clear and meets appropriate performance benchmarks.
- Remuneration involves a balance between fixed and incentive pay reflecting short-term and long-term performance objectives of the Company.

Without prejudice to the above, the following shall apply:

- Remuneration to Executive Directors and Key Managerial Personnel shall be subject to the approval of the Board and shareholders, wherever required, and shall be within the limits prescribed under the Companies Act, 2013.
- Non-Executive and Independent Directors may be paid sitting fees, commission and reimbursement of expenses, as approved by the Board and shareholders and in accordance with applicable law.
- Independent Directors shall not be entitled to any stock options and shall be paid remuneration in accordance with applicable statutory provisions.
- Remuneration to Senior Management shall be recommended by the Committee and approved by the Board.

8. TERM/TENURE

Managing Director/Whole-Time Director: The Company shall appoint or re-appoint any individual as Managing Director or Whole-time Director for a tenure not exceeding five (5) years at a time. No such re-appointment shall be effected earlier than one (1) year prior to the expiry of the existing term.

Independent Director: An Independent Director shall be appointed for a term of up to five (5) consecutive years and shall be eligible for re-appointment by passing a special resolution of the shareholders. The Nomination and Remuneration Committee shall evaluate and recommend whether to continue or extend the term of appointment of Independent Directors, based on the outcome of their performance evaluation.

No Independent Director shall hold office for more than two (2) consecutive terms of up to five (5) years each. However, such Independent Director shall be eligible for re-appointment after the expiry of a cooling-off period of three (3) years from the date of cessation as an Independent Director, provided that during such period of three (3) years, the Independent Director shall not be appointed to or associated with the Company in any other capacity, whether directly or indirectly.

9. REMOVAL

In the event of any disqualification or non-compliance as prescribed under the Companies Act, 2013 or any other applicable law, rules or regulations made thereunder, the Nomination and Remuneration Committee may, after due consideration and for reasons recorded in writing, recommend to the Board of Directors the removal of a Director, Key Managerial Personnel or Senior Management Personnel, subject to compliance with the applicable provisions of such laws, rules and regulations.

10. RETIREMENT

The Whole-time Directors, Key Managerial Personnel and Senior Management Personnel shall retire in accordance with the applicable provisions of the Companies Act, 2013 and the prevailing Human Resources policies of the Company. Notwithstanding the foregoing, the Board of Directors shall have the discretion, in the interest of the Company and subject to compliance with applicable laws, to retain such Whole-time Directors, Key Managerial Personnel or Senior Management Personnel in the same or any other position and/or on revised remuneration, even after they attain the prescribed retirement age.

11. DISCLOSURE OF POLICY

This Nomination and Remuneration Policy shall be placed on the website of the Company. The web-link to the Policy shall be disclosed in the Annual Report of the Company, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.