S J Logistics (India) Limited

NOMINATION AND REMUNERATION POLICY

Version	Effective Date	Review Date	Prepared By	Reviewed By	Approved By
1.0	September 02, 2023	September 02, 2023	Secretarial Team	Jeet Shah, Director	Board of Directors
2.0	June 11, 2026	June 11, 2026	Secretarial Team	Jeet Shah, Director	Board of Directors

CONTENT

1. INTRODUCTION

S J Logistics (India) Limited (the **"Company"**) has adopted the Nomination and Remuneration Policy (the **"NRC Policy" or "Policy"**) in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Law. This Policy is to recommend board relating to the appointment and remuneration of the Directors, Senior Management and Key Managerial Personnel of the Company.

2. DEFINITIONS

"Act" means the Companies Act 2013, together with the rules notified thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

"Applicable Law" means any other relevant laws, circulars, regulations, rule as may be amended from time to time.

"**Board of Directors**" or "**Board**" means the collective body of the Directors of the Company.

"Director" shall mean a director appointed to the Board of the Company.

"Independent Director" or "ID" a director appointed in accordance with section 149(6) of the Companies Act, 2013 and any amendments thereto.

"Key Managerial Personnel" or **"KMP"** means as defined in section 2(51) of the Companies Act, 2013.

"Nomination and Remuneration Committee" or "**NRC**" means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

"SEBI Regulations" or **"Regulations"** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

"Senior Management" or "SM" means the Vice Presidents of the Company and any other individual appointed by the Board.

All terms defined herein shall have the same meaning whether used in the singular or plural form, unless the context clearly requires otherwise.

3. PURPOSE

The purpose of the NRC is to identify and recommend qualified candidates for the Board and Senior Management roles, as well as to determine and oversee their compensation, in accordance with section 178 of the Act. It ensures alignment with the Company's goals and good governance practices.

4. **CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE**

a. The Board of Directors shall determine the membership of the Nomination and Remuneration Committee.

b. The Committee shall comprise of such number of Directors as provided in the governing provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. Chairperson of the Committee shall be an Independent Director.

5. **APPLICABILITY**

The Policy shall be applicable on the Directors, KMP, Senior Management and other employees of the Company

6. POLICY

6.1 APPOINTMENT CRITERIA AND QUALIFICATIONS

a. Criteria for identifying persons who are qualified to be appointed as a Director / KMP / Senior Management Personnel:

i. The members of the board shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. or in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner. The Committee shall also examine the structure, composition and functioning of the Board and recommend changes, if necessary, to improve the Board's effectiveness.

ii. Directors should possess high level of personal and professional ethics, positive attributes, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at appropriate decisions in the best interest of the Company. In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

iii. In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business, social perspective, educational and professional background and personal achievements.

iv. Independent Directors shall be person of integrity and possess expertise and experience and/or someone who the Committee/Board believes could contribute to the growth/philosophy/ strategy of the Company. The performance evaluation of Independent Directors shall be done by the entire Board of Directors (excluding the Director being evaluated).

v. The candidate for the appointment as KMP and in Senior Management should possess adequate qualification, positive attributes, characteristics and work experience besides high level of personal and professional ethics, integrity and values. The Committee evaluates each individual with the objective of having a team that best enables the success of the Company's business and achieve its objectives.

b. Term / Tenure

The term/tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations. The term/tenure of the KMP shall be governed as per the provisions of the Companies Act, 2013 and rules made thereunder, Listing Regulations and policy of the Company. The term/tenure of Senior Management Personnel and other employees shall be as per the policy of the Company.

c. Removal

i. Due to reasons for any disqualifications mentioned in the Companies Act, 2013, rules made thereunder, Listing Regulations or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director or KMP.

ii. In addition to above, a Director or KMP may also be removed as per the Company's policy.

iii. The removal of Senior Management Personnel and other employees shall be as per the Company's policy

6.2 BOARD DIVERSITY – POLICY STATEMENT

The Company shall set out the approach to have diversity on the Board in terms of thought, experience, knowledge, perspective and gender. Board Diversity offer number of benefits:

i. Improving Board effectiveness and decision-making by tapping into a broader range of perspectives;
ii. Being more relevant by reflecting the diversity of a company's workforce and stakeholders;
iii. Signaling a more progressive company.

The term diversity typically refers to 'visible' indicators such as gender, age, and culture – including nationality, race or ethnic background. It may also include the individual's skills, exposure and experience. The basic objective of Board Diversity Policy is to have a Board that offers a broad range of perspectives that are directly relevant to the business and organization needs.

The Board shall consist of such number of Directors including at least one women Director and have optimum combination of executive and non-executive directors.

The composition of the Board shall be as per the provisions of the Companies Act, 2013 and Listing Regulations, for the time being in force.

The Committee will lead the process for Directors appointments. All Directors 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 seek to address Board vacancies by actively considering candidates that bring a diversity of background and opinion from amongst those candidates with the appropriate background and industry or related expertise and experience.

The candidate will be considered against objective criteria, having due regard to the benefits of diversity on the Board. Additionally, the Committee may consider appointment of experts from

various specialized fields such as finance, law, information technology, corporate strategy, marketing and business development, international business, operations management etc.so as to bring diversified skill sets on Board or succeed any outgoing Director with the same expertise.

For every 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. For the purpose of identifying suitable candidates, the Committee may (i) use the services of 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.

6.3 REMUNERATION

The level and composition of remuneration to be paid to the Managing Director, Whole-Time Director(s), Non- Executive Director(s), KMPs, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate Directors, KMPs, Senior Management and other employees 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.

i. Remuneration to Whole-time Director / Managing Director

The Whole-time Director / Managing Director shall be eligible for remuneration as may be approved by the shareholders and Board of Directors on the recommendation of the Committee in line with provisions of the Companies Act, 2013 and Listing Regulations. While recommending the remuneration payable to Whole Time Director / Managing Director, the Committee shall, inter alia, consider the following matters:

a. Financial and operating performance of the Company;
b. Relationship between remuneration and performance;
c. Industry/ sector trends for the remuneration paid to executive director;
d. Such other matters as Committee deem fit.

Annual Increments to the Whole Time Director / Managing Director shall be within the maximum amount approved by the shareholders of the Company. Increments shall be recommended by the Nomination and Remuneration Committee to the Board of Directors at times it desires to do so but preferably on an annual basis.

ii. Remuneration to Non-Executive Directors / Independent Directors

Non-Executive Directors / Independent Directors are paid remuneration by way of sitting fees and reimbursement of expenses for participation in the meeting of the Board of Directors or any duly constituted Committee thereof, subject to the governing provisions of the Companies Act, 2013 and Listing Regulations.

In addition to the above, they may also be paid remuneration by way of commission within the overall limit prescribed under the Companies Act, 2013 and Listing Regulations subject to the approval of Board of Directors and shareholders, as required. The Independent Director shall not be entitled to any stock option of the Company.

iii. Remuneration to Senior Management Personnel / KMPs

The remuneration in whatever form to be paid to KMP / Senior Management Personnel shall be based on the experience, qualification, expertise of the related personnel as well as the prevailing market conditions and shall be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and consonance with the limits, if any, prescribed under the Companies Act, 2013, Listing Regulations or in any other applicable enactment for the time being in force.

iv. Remuneration to other Employees

The power to decide structure of remuneration for other employees has been delegated to the Management of the Company.

6.4 EVALUATION

i. **Criteria for evaluation of Directors:**
As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees will be formally evaluated annually in line with provisions of the Companies Act, 2013, Listing Regulations and as per Guidance Note on Board evaluation issued by SEBI, from time to time. In addition, the Committee / Board may consider additional criteria for evaluation of Directors, Board as a whole and its committees as it may deem fit and appropriate to derive the best possible benefit and achieve the objective of the entire evaluation process. Further, the Board / Committee may take advice from an Independent Professional Consultant in developing the best methodology by using best standards and methods meeting international parameters for evaluation.

ii. **Criteria for evaluating performance of Key Managerial Personnel and Senior Management Personnel:**
The performance evaluation of Key Managerial Personnel and Senior Management Personnel shall be done as per Company's Policy.

iii. **Criteria for evaluating performance of Other Employees:**
The performance evaluation of other employees shall be done as per Company's Policy.

7. DISCLOSURE

The Company shall disclose in its Board's report and details of this Policy as required under the Act and the SEBI Regulations. This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report. Further, details of nomination and remuneration towards the Director(s), SM and KMP shall also be disclosed in the annual report.

8. LIMITATIONS AND AMENDMENTS

The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In the event of any conflict between the provisions of this Policy and of the Act or SEBI Regulations or Applicable Law, the latter shall prevail and automatically apply to this Policy. The relevant provisions of the Policy will be amended or modified as needed to ensure consistency with the law.

<u>Note:</u>

The Board of Directors (the "Board") at its Meeting held on 02nd September 2023 approved the Policy and is effective from 02nd September 2023.

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