

## NOMINATION AND REMUNERATION COMMITTEE CHARTER

### **a) Introduction/ Purpose**

The principal objective of the Nomination and Remuneration Committee (“the Committee”) of the Board of Directors (“Board”) of Secmark Consultancy Limited (the “Company”) is to:

- review the overall compensation framework of the Company
- oversee compensation levels of the Managing/Whole Time Directors and key employees including Key Management Personnel (KMP) as defined by Companies Act, 2013 (“the Act”) of the Company including the fixed pay, variable pay and stock plans
- oversee searches for and identify qualified individuals for the non-executive membership on the Company’s Boards

### **b) Composition**

- As per the power delegated to Board of the Company to constitute the NRC Committee, the committee shall comprise three or more non-executive directors out of which atleast two-thirds shall be independent directors.
- The Chairman of the committee shall be an independent director, from amongst the members of the committee.
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### **c) Quorum, Frequency and Conduct of Meetings**

- The Committee shall meet shall meet at least once in a financial year.
- The quorum shall be either two members or one-third of the members of the Committee; whichever is higher including atleast one independent Director in the attendance.
- Questions arising at any meeting shall be decided by a majority of votes, each member having one vote and in the event of a tie, the Chairman shall have a second or casting vote.
- The Head of Human Resource Department may be invited to be present as invitee for the meetings of the Committee as and when required.

- The Committee may invite such of the executives, as it considers appropriate, to be present at the meetings of the Committee, who shall not have the right to vote, but, on occasion it may also meet without the presence of any executive of the Company.

**d) Authority and Power**

The Committee shall act and have powers in accordance with the terms of reference which shall include the following:

- Investigate any matter within the scope of this charter or as referred to it by the Board.
- The Committee is authorized to seek information it requires from any employee of the Company in order to perform its duties.
- In connection with the performance of its duties, the Committee is authorized to obtain outside independent professional advice (including the advice of independent remuneration consultants) and to secure the attendance of external professional advisers at its meetings if it considers this necessary, in each case, at the Company's expense.

**e) Role of the Nomination and Remuneration Committee not limited to but includes:**

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- For every appointment of an independent director, the Nomination and Remuneration 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:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

- c. consider the time commitments of the candidates.
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
  - Formulation of criteria for evaluation of performance of independent directors and Board of Directors.
  - Devising a policy on diversity of Board of Directors.
  - Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
  - recommend to the board, all remuneration, in whatever form, payable to senior management.
  - Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
  - Define and implement the Performance Linked Incentive Scheme (including ESOP of our Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
  - Decide the amount of Commission payable to the Whole time Director / Managing Directors.
  - Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of our Company, standards prevailing in the industry, statutory guidelines etc.
  - To formulate and administer the Employee Stock Option Scheme.

## **Responsibilities:**

### *I. Relating to compensation structure:*

The Committee shall:

- review overall compensation framework of the Company and of group companies with a view to attract, retain and motivate employees and provide a fair and consistent basis for motivating and rewarding employees appropriately according to their job profile / role size, performance, contribution, skill and competence.

- oversee overall compensation level and structure of the employees of the Company and group companies. The Committee may review and recommend to the Board the annual increase in fixed pay and annual incentives (e.g. annual performance bonus)
  - for employees of Company/the group as a whole
  - for Managing Director & CEO, Joint Managing Directors, CEOs of group companies and other key employees

the above shall be in the context of performance of the Company/group companies and overall market conditions

- review and recommend ESOP(s)/any equity linked instruments/shareholder value creation linked instruments and any changes therein for the Company and group companies to align the objectives of employees with long term goals of the Company/group companies.

In discharging the role under (A) above, the Committee shall, ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate personnel of the quality required to run the Company /group companies successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- provides for a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company/group companies and their goals.

## *II. Board Development Related*

Oversee familiarization programmes for directors.

## *III. Relating to nomination of non-executive Board Member*

The Committee shall, on the specific reference made to it by the Board and having regard to provisions of Articles of Association of the Company, identify and

recommend Non-executive director(s) to be inducted to the Board of the Company/group companies, from time to time considering as it may deem fit, *inter-alia*, the following:

- composition of the Board commensurate with the size of the Company/group companies, its portfolio, geographical spread and regulatory requirements.
- size and profile of the Board with optimal balance of skills and experience available to the Board consistent with requirements of the law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company/group companies;

*IV. Review and approve the appointment of the executives of the rank of CXO or Head of a business/function and above and their terms of appointment*

*V. Attendance at General Meetings.*

The Chairperson of the Committee shall be present at the General Meetings, to answer the queries of security holders. However, it shall be up to the Chairperson to decide who shall answer the queries.

*VI. To undertake such other functions as may be delegated to it by the Board.*

**f) Reporting Responsibilities**

- The Committee will update the Board on matters considered/ reviewed by it in relation to its scope and responsibilities
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board.

**g) Review of Charter**

The adequacy of this charter shall be reviewed and reassessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the charter based on the changes that may be brought about due to changes in regulatory framework or otherwise.

**Date: February 13, 2026**