

**NOMINATION AND REMUNERATION POLICY**

**1. Introduction**

- 1.1 In accordance with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Board of Directors (“**Board**”) of Expression 360 Services India Limited has adopted this Nomination and Remuneration Policy (“**Policy**”) at its meeting held on **September 23, 2025**.
- 1.2 This Policy provides a structured framework for appointment, removal, remuneration, evaluation, and succession planning of Directors, KMP, SMP, and other employees, ensuring transparency with the interests of stakeholders.

**2. Objectives**

- 2.1 To identify individuals who meet the prescribed eligibility criteria for appointment as Executive or Non-Executive Directors and for senior management roles, and to recommend their appointment or removal to the Board.
- 2.2 To assess the existing mix of skills, experience, and knowledge on the Board, and based on such assessment, define the role expectations and required competencies for the appointment of Independent Directors.
- 2.3 To establish the framework for determining qualifications, positive attributes, and independence criteria for Directors, and to recommend to the Board policies governing the remuneration of Directors, KMP and other employees.
- 2.4 To frame objective and comprehensive criteria for the performance evaluation of the Board, its Committees and individual Directors, including Independent Directors.
- 2.5 To recommend to the Board the structure and components of remuneration payable to Directors, KMPs, and SMPs and to advise on continuation or extension of the term of Independent Directors, based on their performance and continued independence.

**3. Scope and Applicability**

- 3.1 This Policy shall apply to the appointment, removal, remuneration, evaluation, and succession planning of all Directors, KMP, and SMP of the Company. It lays down guiding principles for the Committee and the Board in discharging their responsibilities under the Act and SEBI Listing Regulations.
- 3.2 This Policy shall be applicable to all current and future appointments and remuneration aspects of Directors, KMPs, and SMPs.
- 3.3 The Policy applies across all subsidiaries and joint ventures of the Company, wherever applicable, subject to the applicable laws.
- 3.4 The applicability of this Policy may be extended, at the discretion of the Committee, to other individuals within the company.

#### 4. Definitions

- 4.1 “**Act**” means the Companies Act, 2013, including all rules, regulations, circulars, and notifications issued thereunder, and shall include any statutory modification or re-enactment thereof for the time being in force.
- 4.2 “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.
- 4.3 “**Committee**” shall mean the Nomination and Remuneration Committee constituted by the Board of Directors in accordance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.
- 4.4 “**Director**” means a member of the Board, whether Executive, Non-Executive, or Independent, who is appointed in accordance with the provisions of the Act and the Articles of Association of the Company.
- 4.5 “**Independent Director**” shall have the meaning assigned to it under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
- 4.6 “**Key Managerial Personnel**” or “**KMP**” shall have the meaning assigned to it under Section 2(51) of the Act.
- 4.7 “**Remuneration**” means any money or its equivalent given or passed to any person for services rendered and includes perquisites as defined under the Income-tax Act, 1961. It shall include fixed pay, variable pay, performance incentives, ESOPs, retirement benefits, and any other form of direct or indirect benefits payable.
- 4.8 “**Senior Management Personnel**” or “**SMP**” means the personnel of the Company who are members of its core management team excluding the Board of Directors and shall include all members of the management one level below the Chief Executive Officer or Managing Director or Whole-time Director, including functional heads. This definition shall also include any other officer designated as SMP by the Board based on materiality of their influence over Company operations or decision-making.

Any term not defined in the Policy shall have the same meaning assigned to it under the Companies Act, 2013 or the Listing Regulations / SEBI Guidelines or relevant Indian Accounting Standards and preference should be given to the meaning assigned to such term under the Companies Act, 2013 and the Listing Regulations or Indian Accounting Standards as compared to other source of interpretation.

The Policy has been framed to maintain the highest standard of corporate governance and therefore interpretation of any matter in this Policy should be consistent with the objectives for introducing such requirements in the Companies Act, 2013 and the Listing Regulations.

#### 5. Constitution of the Committee

- 5.1 In compliance with the requirements of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations, the Board shall constitute a Committee comprising a minimum of three (3) Non-Executive Directors. Not less than fifty percent of the members of the Committee shall be Independent Directors. The Committee shall be constituted with an intent to uphold the principles of independence, objectivity, and informed oversight in matters of appointment and remuneration.

- 5.2 The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company, though eligible to be appointed as a member of the Committee, shall not be permitted to chair the Committee. In the absence of the designated Chairperson at any meeting, the members present shall elect one among themselves, who is an Independent Director, to chair the meeting. The quorum for meetings shall be either two (2) members or one-third of the total members, whichever is greater, with at least one (1) Independent Director present.
- 5.3 The Committee shall be empowered by the Board with the authority to seek inputs, representations, or presence from any member of senior management, legal advisors, HR officials, or external consultants as and when it deems necessary for the effective discharge of its duties.
- 5.4 The Company Secretary shall act as the Secretary to the Committee and shall be responsible for circulating agendas, recording minutes, maintaining Committee records, and liaising with other relevant departments for implementation of Committee decisions.

## **6. Roles and Responsibilities of the Committee**

- 6.1 Formulating criteria for determining qualifications, positive attributes, and independence of a Director.
- 6.2 Recommending candidates for appointment or removal as Directors, KMPs, SMPs, or other senior roles in accordance with the applicable laws.
- 6.3 Evaluating the performance of the Board, its Committees, and individual Directors annually.
- 6.4 Reviewing and recommending remuneration policies for Directors, KMPs, SMPs, and other employees.
- 6.5 Assessing whether Independent Directors continue to fulfil independence requirements.

## **7. General Appointment Criteria**

- 7.1 The Committee shall ensure that any appointment to the position of Director, KMP, or SMP is based on objective and meritocratic evaluation of the candidate's integrity, professional qualifications, experience, leadership traits, and alignment with the strategic needs of the Company. The assessment shall include a background check covering professional conduct, reputation, financial integrity, and absence of any disqualification as provided under the Act.
- 7.2 In the case of appointment to the position of an Independent Director, the Committee shall ensure that the candidate meets all requirements as stipulated in Section 149(6) of the Act and the SEBI Listing Regulations.
- 7.3 The Committee may take the assistance of external professionals, recruitment firms, or databases to identify suitable candidates. The identification process shall remain free from bias or influence and shall emphasize diversity, experience, time commitment, and inter-personal skills required to fulfil the obligations of the respective role.

## **8. Additional Criterion for Appointment of Independent Directors**

- 8.1 The Committee shall formulate a role description for every proposed Independent Director appointment, outlining the expectations from the candidate, time commitment involved, statutory responsibilities, and strategic contributions expected.

- 8.2 The Committee shall ensure that the candidate is in compliance with independence conditions as per Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.
- 8.3 The Committee shall also ascertain that the proposed appointee possesses requisite financial, business, legal, or regulatory expertise necessary to strengthen the Board's overall competencies. Independent Directors should ideally have previous board-level experience or demonstrable capabilities in corporate governance, risk management, sustainability, or other critical domains relevant to the Company's industry.
- 8.4 The Committee shall ensure that the number of directorships and committee memberships held by the proposed Independent Director across listed companies does not exceed the limits prescribed under Regulation 17A of SEBI Listing Regulations, ensuring that the Director has adequate time to discharge fiduciary responsibilities.

## **9. Term/Tenure**

- 9.1 With respect to the Executive Chairman or Whole-Time Director, the Company shall follow the provisions of the Act, which stipulate that such appointments shall be made for a term not exceeding five (5) years at a time. Reappointment shall not be made earlier than one (1) year before the expiry of the current term, and shall be subject to approval of shareholders, where applicable.
- 9.2 An Independent Director shall hold office for a term of up to five (5) consecutive years on the Board of the Company and may be re-appointed for a second term upon approval by the shareholders through a special resolution. However, no Independent Director shall hold office for more than two (2) consecutive terms. After the completion of two terms, such Director shall not be eligible for re-appointment for a period of three (3) years, during which time they shall not be associated with the Company in any capacity, directly or indirectly.
- 9.3 While determining the reappointment of any Director, the Committee shall review the Director's performance, attendance at Board and Committee meetings, continued independence in the case of Independent Directors, and contribution to Board processes and decisions. Only upon satisfaction of such review shall a recommendation for extension be made.

## **10. Removal**

- 10.1 A Director, KMP, or SMP may be removed from their position for reasons including, but not limited to, professional misconduct, breach of fiduciary duties, violation of Company policies, or such disqualifications as may be prescribed under applicable statutes, including the Act. The Committee shall evaluate the grounds for removal and make appropriate recommendations to the Board, ensuring adherence to principles of natural justice, confidentiality, and legal compliance.
- 10.2 Removal proceedings may be initiated based on internal complaints, audit findings, regulatory inquiries, or Board deliberations, and shall be conducted in a fair and transparent manner.
- 10.3 The concerned individual shall be given an opportunity to be heard before any final decision is made.

## **11. Criterion for Evaluation of Independent Director and the Board**

- 11.1 The Committee shall formulate criteria for evaluating the performance of the Board, its Committees, and each Director

- 11.2 The performance evaluation of Independent Directors shall be undertaken considering multiple parameters including attendance and active participation in Board and Committee meetings, professional conduct, objectivity in judgment, understanding of the business and regulatory environment, guidance on governance matters, and adherence to ethical standards.
- 11.3 The Independent Directors shall be further assessed on their ability to contribute effectively during discussions and their commitment to protecting minority shareholders' interests.
- 11.4 The performance of the Board shall be evaluated based on its composition and structure, adequacy of processes to monitor performance, effectiveness in upholding stakeholder interests, risk management capabilities, and achievement of strategic objectives.
- 11.5 Based on the evaluation reports, the Committee shall recommend necessary changes in Board composition, Committee structures, and renewal of appointments, and also suggest measures to improve the effectiveness of the Board and its Directors.

**12. Board Diversity**

- 12.1 The Company recognizes that a diverse Board enhances decision-making and drives performance by bringing together varied perspectives, experiences, and expertise. The Committee shall ensure that while making appointments to the Board, due consideration is given to diversity in terms of gender, age, nationality, educational background, industry experience, and professional qualifications and the Committee duly adheres to the Board Diversity Policy of the Company.
- 12.2 While diversity shall not override merit and competencies required for the role, it shall be an integral component of the appointment process. The Committee shall regularly review the Board's diversity profile and report any gaps or areas for improvement to the Board of Directors.

**13. Remuneration**

- 13.1 The Committee shall recommend the remuneration payable to Executive Directors, Non-Executive Directors, KMP, and SMP to the Board for its approval. The remuneration policy shall be consistent with the Company's performance, corporate values, and long-term stakeholder interests.
- 13.2 For Executive Directors and KMPs, the remuneration shall comprise a fixed component representing the basic salary and allowances, a variable component linked to the achievement of predefined performance metrics, and long-term incentives including employee stock options wherever applicable.
- 13.3 For Non-Executive Directors and Independent Directors, the remuneration may include sitting fees for attending meetings of the Board and Committees, reimbursement of expenses, and commission, if any, as approved by shareholders. Independent Directors shall not be entitled to stock options and their compensation shall be structured to maintain independence and objectivity.
- 13.4 The remuneration of KMPs and SMPs shall be based on the individual's role, experience, skill set, responsibilities, and industry benchmarks. Performance-based variable pay may be considered to encourage delivery of both individual and organizational goals.
- 13.5 The Committee shall periodically review the effectiveness of the remuneration structure and assess whether the remuneration remains appropriate in view of changing market dynamics,

company performance, and employee expectations. Any revision in remuneration shall be recommended to the Board for approval.

- 13.6 Issuance of ESOPs or other long-term incentive plans for eligible employees could be undertaken, subject to approval by the shareholders and in compliance with applicable laws. However, employees who are Promoters or belong to the Promoter Group, or those holding more than 10% equity in the Company, shall be excluded from such schemes, unless otherwise permitted by law.

#### **14. Chairperson**

- 14.1 The Chairperson of the Committee shall be an Independent Director, ensuring objectivity and impartiality in decision-making related to appointments and compensation.
- 14.2 The Chairperson of the Board may be appointed as a member of the Committee but shall not chair its proceedings. In the absence of the Committee Chairperson, members present at the meeting shall elect one among themselves, who is an Independent Director, to chair the meeting.
- 14.3 The Chairperson of the Committee or, in their absence, a member nominated by the Chairperson shall attend the Annual General Meeting of the Company and respond to shareholders' queries pertaining to matters under the Committee's purview.

#### **15. Frequency of Meetings**

- 15.1 The Committee shall meet as frequent as necessary to discharge its functions effectively, but in any case, not less than once in a financial year. Additional meetings may be convened as and when deemed appropriate by the Chairperson or by any member of the Committee, depending on the business needs and matters requiring attention.

#### **16. Committee Member's Interest**

- 16.1 A member of the Committee shall not participate in discussions or voting when their own appointment, remuneration, or evaluation is under consideration. The Committee may invite executives or such other individuals with relevant expertise, including legal, HR, finance, or industry experts, to attend its meetings as invitees, without granting them voting rights. The presence of such invitees shall be recorded in the minutes of the meeting.

#### **17. Adoption, Changes and Disclosure of Information**

- 17.1 The Policy shall be reviewed periodically, at least once every three years, or earlier if there is any significant change in applicable laws or business circumstances that may impact its relevance and effectiveness.
- 17.2 The Policy shall be disclosed as required under the Act and SEBI Listing Regulations, including in the Company's Annual Report and on its website. Disclosures shall include evaluation criteria and summary of key principles governing nomination and remuneration.

#### **18. Dissemination of Policy**

- 18.1 A copy of this Policy shall be provided to all existing and newly appointed Directors within one month from the date of adoption. Additionally, this Policy shall be uploaded on the official website of the Company at [www.expression360.in](http://www.expression360.in). The Policy shall form an integral part of the Company's internal governance manual and shall be made accessible to relevant

stakeholders.

- 18.2 Details of the Policy, including the evaluation criteria for Directors, shall also be mentioned in the Annual Report of the Company.

**19. Interpretation and Scope**

- 19.1 In the event of any conflict between the provisions of this Policy and those of the Act, SEBI Listing Regulations, or any other applicable statutory enactments, the latter shall prevail. Any such changes or amendments made under applicable laws shall be deemed to be incorporated in this Policy automatically.
- 19.2 The Board shall have the authority to interpret the provisions of this Policy. In case of ambiguity or difficulty in interpreting or implementing any provision of this Policy, the Board's interpretation shall be final and binding.