

TNQ TECH PRIVATE LIMITED

NOMINATION AND REMUNERATION POLICY

	Page No.
1. Introduction.....	1
2. Objective	2
3. Definitions.....	3
4. Applicability.....	4
5. Role of Committee	5
6. Selection Criteria for Directors and Senior Management.....	6
7. Remuneration.....	7
8. Amendment	8

1. INTRODUCTION

TNQ Tech Private Limited (“TNQ”), through the Nomination and Remuneration Committee, has designed the remuneration policy in order to attract, motivate and retain the executive talent needed to achieve superior performance in a competitive market. The Nomination and Remuneration Committee and this Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

2. OBJECTIVE

The key objectives of this policy are as follows:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Publishing Services industry.
- To carry out an evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 09th May, 2025.

3. DEFINITIONS

“**Act**” means The Companies Act, 2013 and Rules made thereunder, as amended from time to time.

“**Company**” means TNQ Tech Private Limited.

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

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

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board from time to time.

“**Key Managerial Personnel**” means—

- (i) Whole-time director;
- (ii) Chief Executive Officer or the managing director or the manager;
- (iii) Chief Financial Officer;
- (iv) Company Secretary; and
- (v) Such other officer as may be prescribed.

“**Senior Management**” shall mean the officers and personnel 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 Managing Director or Whole Time Director or Chief Executive Officer and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

“**Independent Director**” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

The words and expressions used but not defined herein, but defined under the Companies Act, 2013 shall have the meaning assigned therein.

4. Applicability

This Policy is applicable to

- Director [Executive director and Non-Executive Director(s)];
- Key Managerial Personnel(s); or
- Senior Management

This Policy shall also apply to all future employment agreements with members of the Company's Senior Management and Key Managerial Personnel.

This policy shall be effective from 09th May, 2025.

5. Role of Committee

The role of the Committee shall *inter-alia*, include the following:

- Formulate criteria for determining qualifications, positive attributes and independence of a director;
- Identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Key Managerial Personnel or at Senior Management level and recommend to the Board his / her appointment;
- Recommend to the Board the appointment and removal of Key Managerial Personnel and Senior Management.
- Carry out evaluation of Director's performance at regular interval and recommend to the Board appointment /removal based on his / her performance;
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- To recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and incentive;
- To consider any other matters as may be requested by the Board.

6. Criteria For Appointment of Directors and Senior Management

The Committee shall consider the following factors for identifying the person who are qualified to become Director and who can be appointed in senior management:

1. SELECTION CRITERIA FOR DIRECTORS:

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

- **Skills and Experiences:** The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other disciplines related to the Company's business.
- **Age Limit:** The candidate should have completed the age of twenty-one (21) years and should not have attained age of seventy-five (75) years with an exception that any appointment(s) approved by the Shareholders.
- **Conflict of Interest:** The candidate should not hold Directorship in any of the competitors companies and should not have any conflict of interest with the Company.
- **Directorship:** The number of companies in which the candidate holds directorship should not exceed the number prescribed under the Companies Act, 2013.
- **Independence:** The candidate proposed to be appointed as Independent Director should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Companies Act, 2013.

For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such an evaluation, prepare a description of the role and capabilities required of an

Independent Director. Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder.

For the purpose of identifying suitable candidates, the NRC 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

While appointing a Director to the Board, due consideration will be given to:

- i) approvals of the Board and/or Shareholders of the Company in accordance with the Companies Act, 2013; and
- ii) the Articles of Association of the Company.

2. SELECTION CRITERIA FOR SENIOR MANAGEMENT :

Senior Management for the purpose of this Policy shall mean the officers and personnel 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 Managing Director or Whole Time Director or Chief Executive Officer and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

The candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR.

7. Remuneration

- The remuneration to the Wholetime Directors, KMP and Senior Management Personnel's will be determined by the Committee and recommended to the Board for their approval. The remuneration shall be subject to the approval of the shareholders of the Company and Central Government, if required.
- The remuneration to be paid to the Wholetime Directors shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- Increments to the existing remuneration/compensation structure of wholetime directors should be within the percentage approved by shareholders and shall be recommended by the Committee to the Board.
- The Non-Executive/Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of fees shall be approved by the Board and/or shareholders, whenever required.
- The Non-Executive/Independent Directors are entitled to receive remuneration by way of commission for each financial year, up to a limit of 1% of the Company's net profits, or such other percentage, if approved by the Board of Directors/shareholders of the Company.
- Senior management personnel may be granted stock options under one or more Companies' employee's stock option plans/schemes and the vesting would take place based on the performance rating of the senior management personnel as may be approved by the Board of Directors/shareholders of the Company.
- An Independent Director shall not be entitled to any stock option of the Company.

8. Review and Amendment

The Board of Directors on its own and / or as per the recommendations of the Nomination and Remuneration Committee can amend this Policy, as and when deemed fit

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.
