FRACTAL ANALYTICS LIMITED

NOMINATION AND REMUNERATION POLICY

This policy has been formally adopted and approved by Board of Directors of the Company ("Board") in their meeting held on August 08, 2025.

NOMINATION AND REMUNERATION POLICY

I. PREAMBLE

This Nomination and Remuneration Policy (the "**Policy**") has been adopted by the Board of Directors of the Company in compliance with Section 178(3) of the Companies Act, 2013 (hereinafter, "**Companies Act**") and Regulation 19 read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter, "**SEBI Listing Regulations**")

The Policy will come into effect from the date of commencement of trading and listing of the equity shares of the Company on a recognised stock exchange(s) in India.

II. OBJECTIVE AND PURPOSE

The objective of this Policy is to serve as a guiding charter to appoint qualified persons as Directors on the Board of the Company, Key Managerial Personnel ("KMP") of the Company, and in Senior Management positions in the Company, to recommend the remuneration to be paid to them, formulate the criteria for determining qualification, positive attributes and independence of a Director and to evaluate their performance.

This Policy is framed with the following objectives:

- That the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

That the remuneration to directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

III. DEFINITIONS

(a) "Board" or "Board of Directors" shall mean Board of Directors of Company.

(b) "Company" shall mean Fractal Analytics Limited (previously known as Fractal Analytics Private Limited).

(c) "Independent Director" shall mean a Director defined as "Independent" under the provisions of Companies Act, 2013 and SEBI Listing Regulations;

(d) "KMP" shall mean key managerial personnel as defined under the Companies Act and includes:

(i) managing director or chief executive officer or manager;
(ii) whole-time director;
(iii) chief financial officer;
(iv) company secretary;
(v) 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
(vi) such other officer as may be prescribed.

(e) "Manager" means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of the Company, and includes a director or any other person occupying the position of a Manager, by whatever name called, whether under a contract of service or not;

(f) "MD" or "Managing Director" means a Director who, by virtue of the articles of the Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director

occupying the position of Managing Director, by whatever name called.

(g) **"Senior Management" or "SMP"** shall mean officers and personnel of the Company who are members of its core management team excluding Board of Directors and shall also comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the Board) and shall specifically include functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board, by the Company..

(h) "WTD or "Whole-time director" includes a Director in the whole-time employment of the Company.

IV. SCOPE

The Policy shall be applicable to the following in the Company:

(a) Directors;
(b) KMPs; and
(c) Senior Management.

V. TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee shall be approved by the Board and shall include all the matters required under Companies Act, SEBI Listing Regulations and such other matters as it may deem appropriate from time to time. The terms of reference may be amended, supplemented, or modified from time to time as deemed appropriate by the Board.

VI. APPOINTMENT CRITERIA AND QUALIFICATIONS

a) The Nomination and Remuneration Committee shall identify and consider the following attributes/ criteria for recommendation of candidature for appointment as a Director:

   i. diversity of the Board;
   ii. integrity, personal, professional or business standing;
   iii. qualification, expertise, skill set and experience; and
   iv. other positive attributes of the candidate.

b) The Company shall not appoint or continue the employment of any person as a Managing Director, Whole Time Director or Manager who has attained the age of 70 years. Provided that a person may be appointed or re-appointed, as the case may be, as a Managing Director, Whole Time Director or Manager who has attained the age of 70 years with the approval of the shareholders by passing a special resolution.

c) The Company shall not appoint or continue the employment of any person as a non-executive Director who has attained the age of 75 years. Provided that a person may be appointed or re-appointed, as the case may be, as a non-executive Director who has attained the age of 75 years with the approval of the shareholders by passing a special resolution.

d) The Nomination and Remuneration Committee shall recommend any necessary changes to the Board.

e) The Nomination and Remuneration Committee shall ensure that the candidates identified for appointment as a Director are not disqualified for appointment under Section 164 of the Companies Act and meet the requirements of applicable law including the Companies Act and SEBI Listing Regulations.

VII. INDEPENDENCE OF DIRECTORS

Independence of Directors is decided on the basis of criteria provided under the relevant provisions of the Companies Act and the SEBI Listing Regulations. A declaration of independence is taken from the Independent Directors at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his/her status as an independent director.

VIII. TERM / TENURE

a) **Managing Director/Whole-Time Director/Manager**

i) The Company shall appoint or re-appoint any person as its MD or WTD or manager for a term not exceeding five years at a time.

ii) The Company shall not appoint or employ at the same time a MD and a manager.

iii) No re-appointment shall be made earlier than one year before the expiry of term of the Director appointed.

b) **Independent Director**

i) An independent director shall hold office for a term up to five consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

ii) No independent director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for re- appointment in the Company as an Independent Director after the expiry of three years of ceasing to become an independent director in the Company.

IX. REMUNERATION

a) Remuneration to KMPs, SMPs and other employees:

i) **Fixed Salary** – The MD and/or whole-time directors, KMPs shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee and the shareholders, wherever applicable. The breakup of the pay scale and quantum of perquisites including, employer's contribution towards provident fund, pension scheme, medical expenses, club fees and other perquisites shall be decided and approved by the Board on the recommendation of the Nomination and Remuneration Committee.

ii) **Minimum Remuneration** – If in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its MD and/or whole-time director in accordance with the provisions of Schedule V of the Companies Act.

iii) **SMP remuneration:** The Nomination and Remuneration Committee shall recommend the remuneration of SMPs to the Board for approval.

iv) **Remuneration to other employees**: Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs

v) **ESOPs**: Company may also grant stock options to the KMP/ Senior Management as permissible under the applicable law.

b) Remuneration to non-executive / independent Director:

i) **Remuneration** – The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and in accordance with the provisions of Companies Act.

ii) **Sitting Fees** – The non- executive/ independent Director may receive remuneration by way of fees for attending meetings of Board or committees of the Board to which they are appointed from time to time thereof. Provided that the amount of such fees shall not exceed the limits prescribed under Companies Act.

Where any insurance is taken by the Company on behalf of its managerial person, KMP and for Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

X. EVALUATION/ ASSESSMENT OF DIRECTORS

The evaluation/assessment of the Directors shall be conducted as per the evaluation policy of the Company adopted by the Board from time to time**.**

XI. REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, SEBI Listing Regulations or under any other applicable law, the Nomination and Remuneration Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or any other person in Senior Management, subject to the provisions and compliance of the Companies Act, SEBI Listing Regulations and other applicable law.

XII. RETIREMENT

The Director, KMP or any other person in senior management position, shall retire as per the provisions of applicable law including the Companies Act, SEBI Listing Regulations and also the prevailing policy of the Company. Subject to compliance with applicable laws as mentioned above, the Board will have the discretion to retain any Director, KMP or any other person in senior management position, even after attaining the retirement age, for the benefit of the Company.

XIII. DISCLOSURE OF THIS POLICY

The Policy shall be disclosed in the annual report of the Company, as required under Companies Act, as amended from time to time and as may be required under any other law for the time being in force. Further, this Policy shall be placed on the website of the Company and the web address of the policy shall be disclosed in the Board report.

XIV. CONFLICT IN POLICY

In the event of any conflict between the provisions of this Policy and the Companies Act, the SEBI Listing Regulations or any other statutory enactments or rules as maybe applicable, the provisions of Companies Act, the SEBI Listing Regulations or any other statutory enactments or rules shall prevail over this Policy.

XV. AMENDMENTS

Any subsequent amendment/ modification in the Companies Act, SEBI Listing Regulations and/or other applicable laws in this regard shall automatically apply to the Policy**.**

XVI. POLICY REVIEW

The Policy shall be reviewed by the Nomination and Remuneration Committee at appropriate intervals and based on its recommendations; the Board may revise the same from time to time.