

# **NOMINATION AND REMUNERATION POLICY OF PRIORITY JEWELS LIMITED**

*The policy is adopted by the Board of Directors in their meeting held on April 22, 2025*

## **INTRODUCTION**

Priority Jewels Limited (the “**Company**”) has always considered its human resources as its prime driving force. The Company has adopted a policy which covers a whole gamut of human resource functions such as recruitment, promotion, training and development.

In compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules framed thereunder, as amended from time to time (the “**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Company has laid down this Nomination, Remuneration and Evaluation Policy. These policies have been adopted by the Board of Directors of the Company (“**Board**”) and amended from time to time by the competent authority.

The Company’s Board has constituted a Nomination and Remuneration Committee (the “**Committee**”) consisting of three or more non-executive directors out of which not less than one-half are independent directors, and the Chairman of the said Committee is an independent director.

The Policy has been formulated by the Company and the same was recommended for approval of the Board.

## **PURPOSE**

This Policy is formulated to provide a framework and set standards in relation to the followings:

- i. Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and
- ii. Senior Management Executives of the Company.
- iii. Remuneration payable to the Directors, KMPs and Senior Management Executives.
- iv. Evaluation of the performance of every Director.
- v. Criteria for determining qualifications, positive attributes and independence of a director.

## **DEFINITIONS**

- a. “**Act**” means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.
- b. “**Board**” means the Board of Directors of the Company.
- c. “**Committee**” means the Nomination and Remuneration Committee.
- d. “**Company**” means Priority Jewels Limited.
- e. “**Directors**” mean members of the Board.

- f. **"Key Managerial Personnel"** or **"KMP"** means;
- (i) The Chief Executive Officer or the Managing Director or the Manager;
  - (ii) The Whole-time Director;
  - (iii) The Chief Financial Officer;
  - (iv) The Company Secretary and
  - (v) such other officers as may be prescribed.
- g. **"Other employees"** means all the employees other than the Directors, KMPs, the Senior Management Personnel, Officers or Executives.
- h. **"Independent Directors"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- i. **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- j. **"Senior Management"** shall mean the officers and personnel of the listed entity 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 Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

## COMMITTEE

- I. The Nomination and Remuneration Committee;
- II. The Committee shall comprise of at least three non-executive directors, of which not less than two-third shall be independent directors. The Chairperson of the Committee shall be an independent director, provided that the Chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. The Membership of the Committee shall be disclosed in the Annual Report;
- III. The Company Secretary of the Company shall act as secretary to the Committee;
- IV. Terms of reference of the Committee shall be continued unless terminated by the Board;

- V. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson other than chairperson of the Company;
- VI. Chairperson of the Committee meeting may be present at the annual general meeting of the Company or may nominate some other member to answer the shareholders queries;
- VII. The meeting of the Committee shall be held at such regular intervals as may be required;
- VIII. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **FUNCTIONS OF NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- ii. Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- iii. Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- iv. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- v. Devise a policy on diversity of Board of Directors; and

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.

- vi. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- vii. 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.
- viii. Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under any other applicable law.

### **ROLES AND RESPONSIBILITIES OF THE COMMITTEE**

- i. Decide on the annual bonus/ performance pay/ variable pay pool and policy for its distribution across the executives and non-executives of the company;
- ii. Formulation and modification of schemes for providing perks and allowances for officers and non-executives;
- iii. Exercising such other roles assigned to it by the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other laws and their amendments from time to time.

### **POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNELS AND SENIOR MANAGEMENT**

#### **A. Appointment**

- i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the candidate for appointment as Director, KMP or at Senior Management level and recommend his/ her appointment to the Board.
- ii. The candidate should possess adequate qualifications, expertise, knowledge, skills, background and industry experience for the position against which he/ she is considered for appointment. The Committee has the discretion to decide whether the above requirements possessed by a person are sufficient/ satisfactory for the concerned position.
- iii. While appointing the Directors and KMP, the Committee shall give due consideration to their limit of holding other directorships/office as specified in the Companies Act, 2013 read with the Rules made therein and the Listing Agreement (as amended from time to time) and/or any other applicable enactment, for the time being in force.
- iv. Ensure diversity of the members of the Board.

- v. A letter of appointment shall be given to each Director, KMP and Senior Management Executives, appointed in the Company mentioning his/her terms of appointment and a copy of the said letter shall be acknowledged by the appointee.

#### **B. Term/ Tenure**

The term/tenure of appointment or re-appointment of the Directors and the KMPs shall be in accordance with the provisions as specified in the Companies Act, 2013 read with the Rules made therein and the Listing Agreement, as amended from time to time and/or any other applicable enactment, for the time being in force.

#### **C. Removal**

Due to reasons for any disqualification, the Committee may recommend to the Board, removal of any Director, KMP or Senior Management Executives, with reasons recorded in writing and subject to the provisions & compliance of the applicable Act, Rules and Regulations.

#### **D. RETIREMENT**

The Director, Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Managerial Personnel and Senior Management Personnel in the same position / remuneration or otherwise.

### **APPOINTMENT OF OTHER EMPLOYEES**

The appointment of other employees shall be made on the basis of the experience, qualification, expertise of the individual as well as the roles and responsibilities required for the position and shall be approved by the Human Resource Department.

### **POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONELL AND OTHER EMPLOYEES**

The Company follows the policy to fix remuneration of its Directors, KMPs and other employees by taking into account the trend in the industry, qualification, experience, past performance and past remuneration of the respective Directors, KMPs and other employees, in the manner to strike a balance between the interest of the Company and its Stakeholders.

The guiding principle for fixing remuneration payable to the Directors, KMPs and other

employees are as follows:

- The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other employees.
- The Remuneration/ Compensation/ Commission etc. paid to the Managing/ Whole-time/ Executive/ Independent Directors and/or KMP, shall be governed as per the provisions of the Companies Act, 2013 and rules made there under. The amount of sitting fees shall be paid in accordance with the decision of the Board, subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under.
- The remuneration payable to the Directors, KMPs and other employees shall be reflective of the individual's role, responsibilities and experience in relation to performance of day-to-day activities.

### **IMPLEMENTATION**

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this Policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members. This Policy shall be reviewed by the Committee as and when any notification or amendments are notified by the regulatory authorities affecting the policy formed hereinabove. Any changes or modifications in the Policy as recommended by the Committee will be submitted for approval of the Board. The Policy shall be effective from the date of approval by the Board, unless specified otherwise.

### **DISSEMINATION OF POLICY**

This Policy shall also be posted on the website of the Company and the details of this Policy, including the evaluation criteria, shall be mentioned in the Board's Report.

### **AMENDMENTS**

The Board may review or amend this Policy, in whole or in part, from time to time, after taking into account the recommendations from the Committee.

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