

NOMINATION AND REMUNERATION POLICY

AMAGI MEDIA LABS LIMITED

NOMINATION AND REMUNERATION POLICY

[Pursuant to Section 178 (3) of the Companies Act, 2013 and the rules made thereunder and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. TITLE

This policy shall be called the 'Nomination and Remuneration Policy'. ("**Policy**").

2. APPLICABILITY

This Policy shall be applicable to all members of the Board of Directors ("**Directors**"), Key Managerial Personnel ("**KMP**"), Senior Management Personnel ("**SMP**") of Amagi Media Labs Limited (the "**Company**").

3. OBJECTIVE

The Company recognizes that our employees are the heart of our success and the driving force behind our business objectives. Our people-centric philosophy is dedicated to creating a world-class organizational culture that attracts, nurtures, and retains top talent across all levels and geographies. We are committed to fostering an environment that empowers our teams, enhances their skills, and cultivates strong leadership qualities.

This Policy is formulated to provide a framework for nomination, evaluation, rewards and remuneration to the Directors, KMP, SMP and other employees of the Company. This policy also provides for an efficient administration of equity based schemes.

4. DEFINITIONS

- a) "**Committee**" means the Nomination and Remuneration Committee of the Board;
- b) "**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended;
- c) "**Company**" means Amagi Media Labs Limited;
- d) "**Directors**" means members of the Board of Directors of the Company as appointed from time to time;
- e) "**Key Managerial Personnel**" means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;
- f) "**Independent Director**" means a director referred to in Section 149(6) of the Act and rules thereunder, and Listing Regulations;

- g) **“Officer”** includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act;
- h) **“SEBI Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- i) **“SEBI SBEB Regulations”** means Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended; and
- j) **“Senior Management”** shall mean the officers and personnel of the Company who are members of its core management team, excluding the 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 KMP, other than the board of directors, by the Company.

Companies Act, SEBI Listing Regulations and SEBI SBEB Regulations are together referred to as **“applicable laws”**.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the applicable laws, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, and rules and regulations made thereunder.

5. COMPOSITION, QUORUM AND MEETINGS OF THE COMMITTEE

- a) The Committee shall comprise of at least three Directors and all Directors of the Committee shall be Non-Executive Directors. At least two-thirds of the Directors shall be Independent Directors;
- b) 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 Committee and shall not chair such Committee;
- c) The quorum for a meeting of the Committee shall be either two members or one third of the members of the Committee, whichever is greater, including at least one Independent Director in attendance; and
- d) The Committee shall meet at least once in a financial year.

6. ROLE OF THE COMMITTEE

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, KMP and Senior Management Personnel;
- b) While formulating the above policy, the Committee has considered the following factors:
 - 1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
 - 2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - 3. remuneration to Directors, KMP and SMP 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.
- c) Identify persons who are qualified to become Directors and who may be appointed in the senior management in accordance with the criteria laid down and recommend to the Board on various matters relating to the appointment, removal and remuneration payable, in whatever form to the Director, KMP and SMP;
- d) Formulating performance evaluation criteria of the Board of Directors, its Committees, individual Directors (including Independent Directors) which can either be carried out by the Committee or an independent external agency and review its implementation and compliance;
- e) To evaluate and recommend the extension or continuation of the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- f) Devise a policy on diversity of the Board of Directors.
- g) Assist and advise the Board in overseeing succession planning for Directors, KMP and SMP.
- h) To administer and supervise the Stock Options Schemes of the Company;
- i) To carry out any other functions as mandated by the Board and as required under SEBI Listing Regulations, SEBI SBEB Regulations or any other applicable law, from time to time.

7. APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND OTHER SMP

- a) The Committee shall evaluate the candidates for appointment and recommend to the Board based on current requirement, fitment, diversity, professional qualification, expertise in the relevant areas of business and such other additional criteria as may be determined by the Board from time to time, as per the applicable laws.
- b) A person to be appointed as Director, KMP or SMP should possess adequate qualification, expertise and experience for the position he/she is considered for.
- c) Further, for every appointment of an Independent Director, the 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:
 - 1) use the services of an external agencies, if required;
 - 2) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - 3) consider the time commitments of the candidates.
- d) The removal of Directors may be warranted due to reasons such as disqualification prescribed under the applicable laws and / or disciplinary reasons. In such situation, the Committee shall in consultation with the Board, review the performance and/or other factors and subject to the provisions of the applicable laws and the Articles of Association of the Company, recommend to the Board its course of action.
- e) Due to reasons for any disqualification mentioned in the applicable laws, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the applicable laws.
- f) The resultant vacancy caused by removal of Directors may be filled by the Committee in accordance with this Policy and the applicable laws.
- g) In case of re-appointment of Independent Directors, the Committee shall take into consideration the performance evaluation of the Independent Directors and their engagement level.
- h) The tenure of appointment of a Managing Director, Whole-time Director and Independent Director shall be decided by the Board on the basis of the recommendations of the Committee and shall be as per applicable laws.

8. REMUNERATION OF OF DIRECTORS, KMP AND SMP

The Committee shall recommend the remuneration of the Directors, KMP and SMP which shall be approved by the Board. Such remuneration shall be subject to the approval of the shareholders of the Company, wherever required, under the applicable laws and the Articles of Association of the Company.

- a) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits provided in the applicable laws and as approved by the shareholders, wherever required. The SMP's shall be paid remuneration as per the Company's policies. The break-up of the pay scale and other components shall be governed by Human Resource policies of the Company.
- b) In case of inadequate profit, the remuneration payable to the MD / WTD shall be payable as per the provision of the applicable laws.
- c) The remuneration of Directors, KMP and SMP shall be aligned to the long-term interests of the Company. There should be a balance between fixed and variable pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals. The remuneration (including revisions thereof) of Managing Director /Whole-time Director shall comprise a mix of fixed remuneration and variable remuneration in the form of performance incentives. The performance incentives shall be based on the prevailing policy of the Company.
- d) Independent Directors and Directors forming part of the Promoter and Promoter Group shall not be entitled to receive stock options.
- e) The Non-executive Directors (including Independent Directors) are entitled to receive remuneration, as recommended by the Committee and approved by the Board including sitting fees for each attending meetings of the Board or Committee(s) commission, remuneration within the overall limits prescribed under the applicable laws.
- f) The Directors are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs, including attending meetings of the Company.

9. EVALUATION OF PERFORMANCE

The Committee shall specify the manner and criteria for effective evaluation of performance of the Board, in accordance with the "Policy for Evaluation of performance of Board of Directors of the Company".

10. ADMINISTRATOR

- a) The Committee shall act as Administrator of the existing (and future, if any) stock options/ stock appreciation rights schemes of the Company or any other schemes (“**Schemes**”) provided under applicable laws.
- b) The role of Administrator shall be as defined under the Schemes of the Company.

11. COMMITTEE MEMBERS INTEREST

- a) A member of the Committee is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

12. REVIEW AND AMENDMENT

- a) This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NRC.
- b) This Policy may be reviewed at such intervals as the Board or NRC may deem necessary.

Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

Version history

S. No.	Version	Approved by	Effective Date	Amendment Summary
1	I	Board	July 02, 2025	Policy drafted & approved

Document Review Cycle

S. No.	Next review date	Policy Owner
1	1 st Board Meeting of every Financial Year	Nomination and Remuneration Committee