

GRAVITY (INDIA) LIMITED

NOMINATION AND REMUNERATION POLICY

(As approved by the Board of Directors on [insert date])

1. PREAMBLE

This Nomination and Remuneration Policy ("the Policy") is framed in accordance with the provisions of Section 178 of the Companies Act, 2013 ("the Act") and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Policy lays down the framework for appointment, evaluation, and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management, and other employees of **Gravity (India) Limited** ("the Company") to ensure fairness, transparency, and accountability in the process.

2. OBJECTIVE

The key objectives of this Policy are:

- To identify and recommend persons who are qualified to become Directors and who may be appointed in Senior Management positions.
 - To lay down criteria for determining qualifications, positive attributes, and independence of Directors.
 - To formulate criteria for evaluation of performance of the Board, its Committees, and individual Directors.
 - To recommend a fair, reasonable, and performance-linked remuneration structure for Directors, KMP, and Senior Management personnel.
 - To ensure compliance with the statutory requirements of the Companies Act and SEBI Regulations.
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3. CONSTITUTION OF THE COMMITTEE

The "Nomination and Remuneration Committee" of the Company ("the Committee") has been constituted in line with the requirements of Section 178 of the Act and Regulation 19 of SEBI (LODR) Regulations, 2015.

Composition of the Committee:

Sr. No.	Name	Category / Designation
1	Mrs. Dakshaben Rasiklal Thakkar -	Director, Member
2	Ms. Komal Patel -	Independent Director, Member
3	Mr. Samir Bipin Kumar Ruparelia -	Independent Director, Chairman

The Company Secretary acts as the **Secretary to the Committee**.

4. ROLE OF THE COMMITTEE

The Committee shall:

1. Identify persons qualified to become Directors and who may be appointed in Senior Management.
2. Recommend to the Board the appointment and removal of Directors, KMP, and Senior Management.
3. Formulate criteria for determining qualifications, positive attributes, and independence of Directors.
4. Review and recommend the remuneration policy for Directors, KMP, and Senior Management.
5. Devise a policy on Board diversity.
6. Evaluate the performance of individual Directors and the Board as a whole.
7. Ensure succession planning for Board and Senior Management.
8. Perform such other functions as may be delegated by the Board or required under applicable laws.

5. NOMINATION CRITERIA

(a) Qualifications and Attributes

- The Committee shall consider educational qualifications, experience, integrity, leadership qualities, and diversity while recommending appointment.
- Independent Directors shall meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

(b) Positive Attributes

- Professional integrity, leadership ability, strategic thinking, commitment to ethical standards, and ability to act objectively in the interest of the Company.

(c) Disqualification

- A person shall not be eligible for appointment if disqualified under Section 164 or other provisions of the Companies Act, 2013.

6. EVALUATION CRITERIA

The performance evaluation of Directors shall be carried out based on:

- Participation in Board and Committee meetings,
- Contribution to strategic decision-making,

- Understanding of Company's business and industry,
- Observance of governance standards and ethical practices, and
- Timely guidance and leadership provided.

The Committee shall report the evaluation results to the Board.

7. REMUNERATION POLICY

(a) For Executive Directors, KMP & Senior Management:

- The remuneration shall be based on factors such as performance, job profile, responsibilities, experience, and industry benchmarks.
- Components shall include fixed pay, performance-linked incentives, perquisites, and retirement benefits, in line with applicable laws.
- Remuneration shall be structured to ensure a balance between fixed and variable pay reflecting short- and long-term performance objectives.

(b) For Non-Executive Directors (including Independent Directors):

- Non-Executive Directors shall be entitled to sitting fees for attending Board and Committee meetings as approved by the Board.
 - The Board may also approve payment of commission to Non-Executive Directors within the limits prescribed under the Companies Act, 2013.
 - Reimbursement of expenses incurred for attending meetings shall be allowed.
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8. POLICY REVIEW AND DISCLOSURE

- This Policy shall be reviewed periodically by the Committee and any amendments shall be recommended to the Board for approval.
 - The Policy shall be disclosed in the Company's Annual Report and placed on the Company's website at **www.gravityindia.net**.
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For and on behalf of Gravity (India) Limited