NOMINATION AND REMUNERATION COMMITTEE

1. OBJECTIVES

- Ensure a transparent and fair process for appointment of Senior Management team including Directors and KMP.
- Define criteria for determining qualifications, independence, and remuneration.
- Ensure that remuneration is reasonable and sufficient to attract and retain talent.
- Devise a policy for determining remuneration for directors, KMP and senior management, including pension rights and compensation payments.
- Formulate criteria for evaluation of performance of the Board, its committees and individual directors.
- Devise a policy on Board diversity.

2. DEFINITIONS

2.1 'Act' means Companies Act, 2013 and rules relating thereto

2.2 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company

2.3 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board

2.4 'Company' means Maiva Pharma Private Limited

2.5 'Directors' means a director appointed to the Board of a Company

2.6 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013

2.7 'Key Managerial Personnel' (KMP) means:

- ✓ Chief Executive Officer or the Managing Director or the Manager
- ✓ Company Secretary
- ✓ Whole-time Director
- ✓ Chief Financial Officer
- ✓ Such other officers, not more than one level below the Directors who are in whole time employment, are designated as KMP by the Board and such other officers as may be prescribed.

2.8 "Senior Management" means the officers and personnel of the Company who are members of its core management team.

2.9 "Senior Management Team" means Directors, KMP & Senior Management employees.

3. APPLICABILITY

This Policy applies to:

- Directors (Executive, Non-Executive, Independent)
- Key Managerial Personnel (KMP)
- Senior Management Personnel

4. CONSTITUTION OF THE COMMITTEE

The Nomination and Remuneration Committee shall be constituted in accordance with Section 178 of the Companies Act, 2013:

- The Nomination and Remuneration Committee shall consist of minimum Four (4) non-executive directors as Members.
- The Chairperson of the Committee shall be an Independent Director.
- The Committee shall comply with applicable requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as and when applicable.
- At least half of the Committee members shall be Independent Directors. (recommended for LODR alignment as and when company becomes public)

5. MEETINGS OF COMMITTEE

- The Committee shall meet at least once in a financial year, or as required
- Minimum seven (7) days' notice to be issued to all members of the Committee. However, it can be held through shorter notice meetings with the approval of all members
- Meetings can be held Physically/Virtually/Hybrid Mode
- Quorum: The quorum for the Committee meeting shall be three members, including at least one Independent Director and the participation of the members by video conferencing shall also be counted for the purposes of quorum
- Minutes of the meetings shall be recorded and placed before the Board
- The Committee shall review matters as may be required under SEBI (LODR) Regulations, 2015 (as and when applicable) and Companies Act, 2013, as amended from time to time.

6. ROLE OF THE COMMITTEE

The Committee shall:

A. Appointment, Removal & Remuneration

- Recommend to the Board all appointments, re-appointments and removal of Directors, KMP and Senior Management.
- Devise and review remuneration policy for Directors, KMP and Senior Management.
- Ensure remuneration is aligned with performance, market benchmarks and long-term shareholder value.

B. Evaluation & Governance

- Formulate criteria for evaluation of performance of the Board, its committees and individual directors.
- Carry out performance evaluation of Independent Directors and recommend continuation/extension of their term based on such evaluation.

C. Criteria & Independence

- Formulate criteria for determining qualifications, positive attributes and independence of Directors.
- Evaluate independence of Directors in line with regulatory requirements.
- Ensure "Fit & Proper" status of Directors on a continuous basis

D. Board Composition & Diversity

- Devise and monitor Board diversity policy.
- Ensure appropriate mix of skills, experience, knowledge and diversity in Board composition.

E. Independent Director Appointment Process

For every appointment of an Independent Director:

- Evaluate the balance of skills, knowledge and experience on the Board
- Prepare a role description including required capabilities
- Identify suitable candidates through:
  - External agencies (if required)
  - Diverse talent pools
  - Assessment of time commitments

F. Succession Planning

- Review succession planning for Board and Senior Management.

G. HR Oversight

- Review senior resource requirements at leadership level (Senior Management Personnel and Key Managerial Personnel)
- Oversee promotions, appraisals and development initiatives
- Oversee training and leadership development
- Review cessation and succession planning

H. Regulatory & Residual Powers

- Review, approve or recommend any other matters as required under SEBI (LODR) Regulations, 2015, Companies Act, 2013 or any amendments thereto.

7. DISCLOSURE

The Policy shall be:

- Disclosed in the Board's Report
- Placed on the Company's website
- The salient features of the policy and changes therein shall be disclosed in the Board's Report in compliance with applicable laws

8. EFFECTIVE DATE

This policy shall come into effect from the date approved by the Board of Directors.

	Department	Name	Sign and date
Prepared by	Legal	Mr. Baskar Sankar	16-JUNE-2026.
Reviewed by	CFO & CS	Mr. Shivananda Hegde	16-JUNE-2026
Approved by	Managing Director	Dr Bhaskar Krishna	Bhaskar Krishna 16 JUN 2026
Placed and approved by Board of Directors through Board Meeting held on April 22, 2026			