RATHOD JEWELLERY MANUFACTURING LIMITED
(formerly known as Rathod Jewellery Manufacturing Private Limited)

Nomination and Remuneration Policy

CIN: U36910PN2012PLC142922
Registered Office: Plot No. F-12/1, MIDC Shiroli, Kolhapur, Hatkanangle, Maharashtra, India – 416122.

1. Preamble

In accordance with the provisions of Section 178 of the Companies Act, 2013, read with applicable rules thereto and Regulation 19 read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of the Company at its meeting held on [●] constituted the Nomination and Remuneration Committee (hereinafter referred to as committee) of the Board of Directors and also stipulated terms of reference in line with the Companies Act, 2013. In order to recommend the persons to be appointed as Director of the Company and one level below the Board of Directors, and functional heads and to pay equitable remuneration to the Directors, Key Managerial Personnel and Senior Management of the Company, the Board on the recommendation of the Nomination and remuneration Committee, formulated and approved this Nomination and Remuneration Policy ("**Policy**") in its duly convened and held meeting of the Board ("**Board of Director**" or "**Board**"), dated 28-09-2026

2. Objective

a) To lay down the criteria for identifying the persons who are qualified to become directors and who may be appointed in Senior Management and recommending to the Board of Directors of the Company their appointment and removal.
b) To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director.
c) To formulate the policy relating to remuneration of Directors, Key Managerial Personnel and Senior Management.
d) To formulate the criteria for evaluation of performance of all the Directors on the Board.
e) To devise a policy on diversity of Board of Directors of the Company.
f) To develop a succession plan for the Board and to regularly review the plan
g) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modifications as may be applicable.

This Policy is divided in to two parts:

Part A	Policy for Appointment and Removal of Directors, Key Managerial Personnel and Senior Management
Part B	Policy for remuneration of directors, Key Managerial Personnel and Senior Management and other employees

PART A – POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

1. TITLE

This policy shall be called the "policy for appointment and removal of director, key managerial personnel ("**KMP**") and senior management".

2. PREAMBLE

Section 178(2) of the companies Act, 2013 requires the Nomination and Remuneration Committee to identify persons who are qualified to become directors or KMP and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

3. Definitions

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder: -

a) "**Board**" or "**Board of Director**" means the board of directors of the Company;
b) "**Committee**" means the nomination and remuneration committee of the Board;

c) "**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended;
d) "**Company**" means Rathod Jewellery Manufacturing Limited
e) "**Director**" means a member of the Board; and
f) "**Key Managerial Personnel**" means
   (i) the Managing Director/Chief Executive Officer;
   (ii) the Whole Time Director;
   (iii) the Chief Financial Officer and
   (iv) the Company Secretary;
g) "**Policy for Appointment and Removal of Directors, Key Managerial Personnel and Senior Management**" means this policy, as amended from time to time;
h) "**Senior Management**" means officers/personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads and shall specifically include company secretary and chief financial officer.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder

4. APPOINTMENT

1. The Committee shall identify and ascertain the person for appointment as Director, Key Managerial Personnel and Senior Management based on the following parameters:
   - Integrity;
   - Qualification;
   - Knowledge and Competency and
   - Experience
2. The Committee to decide suitability of the qualification, expertise and experience possessed by a person for the concerned position.
3. The Committee shall recommend the appointment to the Board of Directors of the Company.
4. The appointment of Managing Director and Independent Director of the Company shall be strictly in accordance with the applicable provisions of the Companies Act, 2013 and any other applicable law for the time being in force.
5. Appointment of Independent Directors is subject to compliance of provisions of Section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder.
6. The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

The Committee to impart training to the person appointed as Director of the Company, on matters related to the Company viz. profile, the core business, its area of operations and work mechanism etc.

5. TERM/TENURE

1. The tenure for the Executive Directors, Non-Executive Directors and Independent Directors shall be governed by the terms defined in the Act and SEBI (LODR). The maximum tenure of Independent Directors shall be in accordance with the Companies Act 2013, and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.
2. The tenure of the Key Managerial Personnel (except Managing Director and Executive Directors) and Senior Management will be governed by the general rules and regulations governing human resources /employees of the company.

6. REMOVAL

1. Subject to the applicable provisions of the Act and SEBI (LODR), the Committee may recommend the removal of any of the Board of Directors of the Company if he has incurred disqualification under Section 164 of the Act or as per Section 167 or Section 169 of the Act. The reason for removal

needs to be recorded in writing, subject to the provisions and compliance of the said Act, rules and regulations and forwarded it to the Board of Directors for their consideration.

2. The removal of the Key Managerial Personnel (except Managing Director/ executive director) shall be as per provisions of Companies Act, 2013 and Senior Management will be governed by general rules and regulations/ Policy governing Human resources /employees of the company.

7. RETIREMENT

The Managing Director/ Whole-time Directors (WTD), Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013/ prevailing policy of the Company. The Board will have the discretion to retain the WTD, Key Managerial Personnel and the Senior Management Personnel in the same position/ remuneration or otherwise, even after attaining the retirement age for the benefit of the Company.

8. REVIEW OF THE POLICY

The Committee will review the Policy as and when required, which will include an assessment of the effectiveness of the Policy.

9. EFFECTIVE DATE

The Policy for Appointment and Removal of Directors, Key Managerial Personnel and Senior Management shall come into effect on 28-09-2026

PART B – POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

(Under section 178(3) of the Companies Act, 2013)

1. TITLE

This policy shall be called the "Policy for remuneration of directors, Key Managerial Personnel and other employees"

2. PREAMBLE

Section 178(3) of the Companies Act, 2013 requires the Nomination and Remuneration Committee shall recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.

3. DEFINITIONS

For the purpose of this Policy for performance evaluation of board of Directors, the following terms shall have the meanings assigned to them hereunder:

(a) "**Board**" means the board of directors of the Company;
(b) "**Committee**" means the nomination and remuneration committee of the Board;
(c) "**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended;
(d) "**Company**" means Rathod Jewellery Manufacturing Limited (formerly known as Rathod Jewellery Manufacturing Private Limited)
(e) "**Director**" means a member of the Board; and
(f) "**Key Managerial Personnel**" in terms of sub-section (51) of section 2 of the Act means-
- the Chief Executive Officer or the Managing Director or the Manager;
- the Whole Time Director;
- the Chief Financial Officer and
- the Company Secretary;

(g) "**Policy for remuneration of directors, Key Managerial Personnel and Senior Management and other employees**" means this policy, as amended from time to time;
(h) "**Remuneration**" means any money or its equivalent given or passed to any person for position occupied in the Company and responsibility being vested on him and includes perquisites as defined under the Income Tax Act, 1961.

(i) "**Senior Management**" means officers/personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads and shall specifically include company secretary and chief financial officer.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

4. REMUNERATION TO MANAGING DIRECTOR/ WHOLE TIME DIRECTOR

The remuneration to Managing Director of the Company shall be governed by section 197, and Schedule V of the companies Act, 2013/ any other enactment for the time being in force.

The Committee may make such recommendations as it may consider appropriate in connection with the remuneration to Managing Director/ Whole- time Director to the Board of Directors of the Company.

5. REMUNERATION TO NON-EXECUTIVE DIRECTORS /INDEPENDENT DIRECTORS

1. The Non-Executive Directors, independent directors of the Company may be remunerated either monthly or annually by way of fixed sum or as percentage of net profit as decided by the Board on the recommendations of the committee in accordance with all applicable provisions of companies Act, 2013. In addition to remuneration so paid, they are eligible to get sitting fees for attending meetings of Board or Committee, if the Board so deems fit and approves subject to the provisions of Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time or such amount as may be prescribed by the Central Government from time to time.
2. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and SEBI (LODR), as amended from time to time.

6. REMUNERATION TO KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT AND OTHER EMPLOYEES

a. The remuneration of key managerial personnel and senior management shall involve a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the company and its goals.
b. The fixed compensation of all employees including key managerial personnel and Senior Management will be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation will include basic salary, housing allowance, leave travel allowance and such other allowance.
c. The annual incentive (variable pay) of all employees, if any will be linked directly to the performance of the Company.
d. Employees will also be eligible for work related facilities and perquisites as may be determined through human resources policies issued from time to time based on the grade of the employee.
e. The annual increment of all employees, including key managerial personnel and Senior Management will be on the basis of formal annual performance evaluation. Annual increases in fixed and variable compensation of individual executives will be directly linked to the performance ratings of individual employees.

7. REVIEW OF THE POLICY

The Committee will review the Policy as and when required, which will include an assessment of the effectiveness of the Policy.

8. EFFECTIVE DATE

The Policy for remuneration of directors, Key Managerial Personnel and Senior Management and other employees shall come into effect on 28-09-2026

9. FREQUENCY OF MEETINGS AND VOTING

The meeting of the Committee shall be held at least once in a year.

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. DISSEMINATION

The requisite details of the Policy to be disclosed in the Annual Report as part of Board's report therein as per the applicable Regulations.

Effective Date: 28-09-2026
Place: Kolhapur

Note: Approved in the meeting dated 28-09-2026

RATHOD JEWELLERY MFG. LTD. KOLHAPUR