



NORBEXI INDUSTRIES

Limited

CIN - U55101MH2016PTC273960

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NORBEXI INDUSTRIES LIMITED

(CTS No. 1182 & House Number 28, South Canal Road, Gokulpeth,
Nagpur, Nagpur, Maharashtra, India, 440010)

CIN: U52292MH2016PLC273960

NOMINATION AND REMUNERATION POLICY

**Approved by Board of Directors at its
meeting held on 02nd January, 2026.**



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1. Introduction

This Policy is made in accordance with:

- Section 178 of the Companies Act, 2013
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Policy explains how the Company:

- Selects Directors and Senior Management
- Decides their remuneration
- Evaluates their performance

2. Objective of the Policy

The main objectives of this Policy are:

- To identify qualified persons to become Directors and Senior Management
- To ensure fair and reasonable remuneration
- To link remuneration with performance
- To promote diversity on the Board
- To ensure proper evaluation of the Board and its members

3. Nomination and Remuneration Committee (NRC)

The Company has formed a Nomination and Remuneration Committee.

Composition:

- Minimum 3 Non-Executive Directors
- Majority should be Independent Directors
- Chairperson shall be an Independent Director

Meetings:

- The Committee shall meet as and when required.
- Minimum 2 members shall form quorum.



Secretary:

- The Company Secretary shall act as Secretary of the Committee.

4. Role of the Committee

The Committee shall:

- Recommend appointment and removal of Directors and Senior Management
- Decide criteria for qualifications and independence of Directors
- Evaluate performance of the Board, Committees and individual Directors
- Recommend remuneration for Directors, KMP and Senior Management
- Develop succession plans
- Ensure Board diversity

5. Criteria for Appointment of Directors

A person may be appointed as Director if he/she:

- Has good reputation and integrity
- Has relevant experience and knowledge
- Has financial or business understanding
- Has industry or technical expertise
- Is able to devote sufficient time to the Company
- Meets the legal requirements under Companies Act and SEBI Regulations

Independent Directors must meet all conditions of independence under law.

6. Criteria for Appointment of KMP and Senior Management

A person may be appointed if he/she:

- Has required qualifications and experience
- Has leadership skills



- Can work professionally and ethically
- Follows the Company's Code of Conduct
- Can contribute to achieving Company goals

7. Performance Evaluation

The Committee shall:

- Evaluate performance of the Board and Directors regularly
- Evaluate Independent Directors
- Review continuation of Independent Directors based on performance

Evaluation will consider:

- Participation in meetings
- Contribution to discussions
- Professional conduct
- Achievement of business and compliance objectives

8. Remuneration Policy

A. General Principles

Remuneration shall:

- Be reasonable and sufficient
- Help attract and retain talented people
- Be linked to performance
- Be in compliance with applicable laws

No Director or KMP shall decide his/her own remuneration.

B. Structure of Remuneration

Remuneration may include:



- Fixed pay (salary)
- Performance-based incentives
- Other benefits as applicable

The remuneration structure shall:

- Balance fixed and variable pay
- Reflect short-term and long-term performance
- Consider industry standards
- Consider Company performance and profitability

C. Factors for Deciding Remuneration

While deciding remuneration, the Committee shall consider:

- Role and responsibilities
- Experience and skills
- Time devoted
- Performance
- Company growth and profitability
- Market standards
- Legal provisions

9. Board Diversity

The Committee shall ensure diversity on the Board in terms of:

- Skills
- Experience
- Knowledge
- Gender and background

10. Minutes and Reporting

- Minutes of Committee meetings shall be properly recorded.
- Minutes shall be placed before the Board.



11. Disclosure

This Policy shall be:

- Placed on the Company's website
- Disclosed in the Board's Report

12. Review and Amendment

The Policy may be reviewed and amended from time to time:

- If required by law
- If recommended by the Committee
- If approved by the Board

If there is any change in law, the law shall prevail.
