

**JOHARI DIGITAL HEALTHCARE LIMITED**

**CIN: U45201RJ1995PLC009997**

**Nomination and Remuneration Policy**

## 1. **Preamble**

The Nomination and Remuneration Policy (the “Policy”) is formulated in compliance with Section 178 of the Companies Act, 2013 and applicable rules thereto. The Policy provides a framework for nomination, remuneration, and evaluation of directors, key managerial personnel (KMP), and senior management personnel (SMP) of the company.

## 2. **Objective**

The key objectives of this Policy are:

- To lay down criteria for appointment of Directors, KMP, and SMP.
- To formulate a transparent process for determining qualifications and remuneration of Directors, KMP, and SMP.
- To evaluate the performance of the Board and senior executives and determine their compensation.
- To ensure succession planning for critical roles within the company.

## 3. **Definitions**

- Board: Board of Directors of the company.
- Directors: Directors appointed to the Board of the company.
- Key Managerial Personnel (KMP): As defined under the Companies Act, 2013, typically including CEO/Managing Director, CFO, Company Secretary, and other prescribed roles.
- Senior Management Personnel (SMP): Employees at the level just below the KMP.

## 4. **Composition of NRC Committee:**

- Jayesh Nagindas Doshi-Chairman
- Ashutosh Maheshvari-Member
- Vikas Paliwal- Member

## 5. **Role and Responsibility of the Nomination and Remuneration Committee (NRC)**

- Identifying and recommending individuals for appointment as Directors, Key Managerial Personnel (KMP) (if applicable), and Senior Management.
- Formulating criteria for determining qualifications, positive attributes, and independence of a Director.
- Recommending the remuneration policy for Directors, KMP, and other employees, ensuring it is aligned with performance and the long-term interests of the company.
- Evaluating the performance of individual Directors, the Board as a whole, and senior management.

## 6. **Appointment and Removal of Directors, KMP, and SMP**

### **Criteria for Appointment:**

- Directors should have the necessary skills, experience, integrity, and independence. KMP and SMP should possess adequate qualifications, expertise, and experience relevant to their positions.
- Diversity in gender, age, nationality, and professional background is encouraged in appointments.

**Term/Removal:** The NRC shall recommend the appointment term and reappointment of Directors, and the company shall have the right to remove any individual if necessary, subject to compliance with the Companies Act, 2013.

### **7. Remuneration of Directors, KMP, and SMP**

#### **Executive Directors:**

- Remuneration may consist of fixed pay, performance-based incentives, benefits, and stock options, if applicable.
- The NRC may recommend changes in the remuneration based on the company's performance and individual performance.

#### **Non-Executive Directors:**

- Non-executive Directors may receive sitting fees for attending Board meetings and, if approved, a commission on profits.
- They may also be reimbursed for expenses incurred for attending meetings.

#### **KMP and SMP:**

Remuneration will consist of a fixed salary, performance-linked incentives, stock options, if applicable and other applicable benefits. The NRC will ensure the remuneration is competitive to attract and retain talent.

### **8. Disclosure of Policy**

This Policy will be made available on the company's website, if applicable.

### **9. Amendment**

The Board reserves the right to amend or modify this Policy in whole or in part as and when necessary.