



Nomination and Remuneration Policy **“Worth Peripherals Limited”**

This Nomination and Remuneration Policy, formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel (“SMP”) has been formulated by the Nomination and Remuneration Committee (“NRC or the Committee”) and has been approved by the Board of Directors.

1. Membership of the Committee: -

1.1 Composition: -

The Committee consists of:

- a minimum of three members of the Board; comprising of Non-Executive Directors only;
- a Non-Executive Independent Director as the Chair; and
- at least 2/3rd of the Members comprising of Independent Directors;
- Provided that the Chairperson of the Company, whether executive or non – executive may be appointed as a Member of the NRC.

1.2 Membership

The Board may appoint such additional Directors to the Committee or remove and replace Members of the Committee by resolution. Members may withdraw from Membership by written notification to the Board. Any director not formally a Member of the Committee may attend Committee meetings however only nominated Directors may vote on matters before the Committee.

Non-committee Members, including members of management may attend all or part of a meeting of the Committee at the invitation of the Committee’s Chairperson.

The Company Secretary must attend all Committee meetings.

2. Administrative Matters:-

2.1 Meetings

The Committee will meet as often as the Committee Members deem necessary in order to fulfill their role. However, it is intended that the Committee will normally meet once in a each year

2.2 Quorum

The quorum for NRC meetings shall be at-least 2 or 1/3rd of total number of Members, whichever is higher.



2.3 Convening and notice of meeting

Any Member or the Company Secretary, upon request from any Member, convene a meeting of the Committee. Notice will be given to every Member of the Committee of every Meeting of the Committee at the Member's advised address for service of notice (or such other pre-notified interim address where relevant), but there is no minimum notice period and acknowledgement of receipt of notice by all Members is not required before the meeting may be validly held.

2.4 Chair

In the absence of the Committee's Chairperson, the Committee Members must elect a Chairperson amongst them, to chair such meeting.

2.5 Access to resources and independent advisers

The Committee is to have access to adequate internal and external resources. For example, the Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

2.6 Minutes

Minutes of meetings of the Committee shall be maintained by the Company Secretary and, after approval by the Committee chair, be presented at the Board meeting, for the brief and noting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director of the Company.

2.7 Reporting

The Committee chair will provide a report of the actions of the Committee to be included in the Board papers for the subsequent Board meeting, following the meeting of the Committee. The report will include provision of meeting agendas, papers and minutes of the Committee.

The Committee chair will also, if requested, provide a report as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board Meeting to request information of the Committee chair or Members of the Committee.

3. Roles and Responsibilities

3.1 Nomination

- a) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman and CEO.
- b) Review and recommend to the Board the criteria for Board membership, including assessment of

necessary and desirable competencies of Board members.

- c) Assist the Board as required identifying individuals who are qualified to become Board members (including in respect of executive directors).
- d) Review and recommend to the Board membership of the Board, including recommendations for the appointment and re-appointment of Directors, and where necessary, and to propose candidates for consideration by the Board, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves.
- e) Assist the Board as required in relation to the performance evaluation of the Board, its Committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.
- f) Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- g) Ensure that an effective induction process is in place for any newly appointed Director and regularly review its effectiveness.
- h) Recommend the appointment of any Senior Management Personnel or KMP in the Company.

3.2 Remuneration

- a) Review the level and composition of remuneration that is reasonable and sufficient to attract, retain and motivate Directors and Key Managerial Personnel required to run the Company successfully.
- b) Review relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- d) In addition, it also takes into account the financial position of the Company, the industrial trend, appointee's experience, past performance and past experience etc. and strives to bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

4. Remuneration Policy

- a) In discharging its responsibilities, the Committee must have regard for the following policy objectives:
 - to ensure the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its Shareholders;
 - to attract and retain skilled executives;
 - to ensure any termination of benefits are justified and appropriate.
- b) In the discharge of the Committee's responsibilities, no Director or executive should be directly involved in determining their own remuneration.
- c) The Committee must at all times have regard to, and notify the Board as appropriate of, all legal and regulatory requirements, including any Shareholder approvals which are necessary to obtain.
- d) The Committee chair or if they are not available, a Committee member should attend the Annual General Meeting and make themselves available to answer any questions from Shareholders about the Committee's activities or, if appropriate, the Company's Remuneration arrangements.



5. Policy and Procedure for selection and appointment of new Directors

- a) Factors to be considered when reviewing a potential candidate for Board appointment shall include, without limitation:
- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
 - the capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of matters such as other Board or executive appointments; and
 - potential conflicts of interest, and independence.
- b) Detailed background information in relation to a potential candidate should be provided to all Directors.
- c) The identification of potential Director candidates may be assisted by the use of external search organizations as appropriate.
- d) An offer of a Board appointment must be made by the chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.
- e) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

6. Review

The Board will, at least once in each year, assess the adequacy of this Charter and make any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law and best practice.

Note: The above said policy was updated and approved by the Board of Directors at their meeting held on January 29, 2026.
