



NOMINATION AND REMUNERATION POLICY

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Introduction

Venmax Drugs and Pharmaceuticals Ltd ("The Company") recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the Remuneration Policy for its Directors, Key Managerial Personnel, and other Employees keeping in view the following Objectives:

- ❖ Ensuring that the level and composition of Remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.
- ❖ Ensuring that relationship of Remuneration to Performance is clear and meets the Performance Benchmarks.
- ❖ Ensuring that Remuneration involves a balance between Fixed and Incentives Pay reflecting Short- and Long-Term Performance Objectives appropriate to the working of the Company and its goals.

The Policy shall be effective from March 30, 2026.

Scope

This Policy sets out the Guiding Principles for the Nomination and Remuneration Committee for recommending to the Board the Remuneration of the Directors, Key Managerial Personnel, and other Employees of the Company.

Terms and References

In this Policy, the following terms shall have the following meanings:

"Director" means a Director appointed to the Board of a Company.

"Key Managerial Personnel" means

- ❖ Chief Executive Officer or the Managing Director or the Manager
- ❖ Company Secretary
- ❖ Whole Time Director
- ❖ Chief Financial Officer
- ❖ such other Officer as may be prescribed under the Companies Act, 2013

"Nomination and Remuneration Committee" means the Committee constituted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

Remuneration to Executive Directors and Key Managerial Personnel

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the Remuneration payable to the Executive Directors of the Company, within the overall limits approved by the Shareholders.

The Board, on the recommendation of the Committee, shall also review and approve the Remuneration payable to the Key Managerial Personnel of the Company.

The Annual Plan and the Objectives for Executive Directors and Senior Executives (Management Committee) shall be reviewed by the Committee, and the Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and the Objectives, as may be decided by the Committee.

Remuneration to Non – Executive Directors

The Board, on the recommendation of the Committee, shall review and approve the Remuneration payable to the Non – Executive Directors of the Company, within the overall limits approved by the Shareholders, and in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. The Non – Executive Directors shall be entitled to Sitting Fees for attending the Meetings of the Board and the Committees thereof.

Remuneration to Other Employees

The Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual Remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience, and prevailing remuneration levels for equivalent jobs.

Secretary

The Company Secretary of the Company shall act as Secretary of the Nomination and Remuneration Committee.

Dissemination

This Policy shall be disclosed on the Company's website www.venmaxdrugs.com. The Policy will be reviewed on an annual basis or, as and when warranted, due to Regulatory requirements.
