

NOMINATION & REMUNERATION POLICY

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AUTHORISED BY	BOARD OF DIRECTORS
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1. INTRODUCTION / OBJECTIVE

The primary objective of the Policy is to provide a frame work and set standards that is consistent with the provisions of sections 149, 178 and other applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and the Articles of Association of the Company, to identify persons who are qualified to become directors on the Board of JSW Holdings Limited ("the Company") and who may be appointed as senior managerial Personnel in accordance with the criteria laid down, and recommend their appointment and removal and for appointment of the Key Managerial Personnel of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development.

Nothing contained in this policy shall apply to the appointment of Directors who are appointed as the Nominees on the Board by the Lenders/ other agencies in terms of contractual agreements except as required under the Companies Act, 2013 and/or Listing Regulations.

2. KEY DEFINITIONS

- i. **"Applicable Laws"** means the Companies Act, 2013 and Rules framed thereunder and Listing Regulations as amended from time to time.
- ii. **"Board"** means Board of Directors of the Company
- iii. **"Company"** means JSW Holdings Limited.
- iv. **"Directors"** means Directors of the Company
- v. **"Independent Director" (ID)** shall have the same meaning as defined under Section 149(6) of the Act read with rules made thereunder and Regulation 16(1)(b) of the Listing Regulations
- vi. **"Key Managerial Personnel" (KMP) means:**
 - a. the Chief Executive Officer (CEO) or the Managing Director (MD) or the Manager;
 - b. the Company Secretary (CS);
 - c. the Whole-time Director (WTD);
 - d. the Chief Financial Officer (CFO);
 - e. Such other officer, not more than one level below the Directors, who is in whole time employment and designated as KMP by the Board
- vii. **"Non-Executive Directors" (NED)** means a member of a Company's Board of Directors who is not in whole time employment of the Company.

viii. “Senior Management Personnel” (SMP) means the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board of directors, by the Company and/or any other persons as may be defined as SMP under the applicable laws from time to time.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 or the Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

3. DIVERSITY IN THE BOARD OF DIRECTORS

Diversity refers to the variety of attributes of diverse nature between people and encompasses acceptance, respect and an understanding that everyone is unique. These aspects include age, gender, ethnicity, physical abilities, marital status, ideologies, background, knowledge and skills with a view to achieving a sustainable development, the Company shall aim to increase diversity at the Board level as an essential element in terms of:

- Experience of diverse nature;
- Gender in having the right representation of female members to also ensure statutory compliance as applicable;
- Qualifications, Knowledge and core skills/ expertise / competencies required of the Board of Directors in context of company’s business/ sector.

Diversity at the Board level shall be used as a tool for supporting the attainment of the strategic objectives of the Company and also to drive business results. Accordingly, while designing the composition of the Board, diversity shall be considered on all aspects and all appointments shall be based on the above parameters.

The Company is committed to meritocracy and shall respect diversity within the Board members and shall have an inclusive culture where all view shall be heard and all opinions respected.

4. SIZE AND COMPOSITION OF THE BOARD

It should have:

- Mix of Qualification, skills and experience;
- Mix of Executive, Non-Executive and Independent Directors;
- Minimum Six number of Directors or such minimum number as may be required by Listing Regulations and / or by the Act or as per Articles;
- At least One Woman Director.

The Nomination and Remuneration Committee (“Committee”) established by the Board shall assist it in fulfilling its responsibilities relating to the size and composition of the Board.

In relation to above, the Committee is responsible for:

- i. reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board;
- ii. setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- iii. formulate criteria for determining qualifications and identify individuals suitably qualified to become

Board members in terms of skills, knowledge, positive attributes, experience, independence of Director and other factors as per the provisions of applicable law and selecting or making recommendations to the Board on the selection of individuals nominated for Directorship, Key Managerial Personnel, SMP or other employees;

- iv. ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment, as required under the applicable law;
- v. assessing the independence of Independent Non-Executive Directors;
- vi. monitoring the annual checks and assessment on the members of the Board, including the suitability and the sufficiency of time commitment of Non-Executive Directors;
- vii. recommending the extension of term / continuation of term of Independent Directors;
- viii. devising and monitoring a policy on Board diversity;
- ix. recommend to the Board the remuneration payable to in whatever form payable to; and
- x. any other matter that is specifically delegated to the Committee by the Board or as required to be done by the Committee under the Companies Act, 2013 & Listing regulations.

5. SELECTION

Recruitment shall be done as and when necessary to fill vacancies in JSWHL Board, KMP and SMP. The Committee shall solicit nomination of persons to be appointed as Directors from the existing members of the Board. The Committee may also solicit recommendations for appointment of persons as Directors and KMP from any or all of the following sources: the Chief Executive Officer, Senior Management, other executive officers or third-party search firms.

The nomination shall be sent to the Chairman of the Committee via letter or e-mail. The nomination should include a brief description of the person's qualifications & experience, and a description of any previous relationships between the person and JSW Group and other relevant details.

In case of Independent Directors, the Committee may identify suitable person(s) from across a diverse candidate pool or from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as Independent Directors, maintained by any Body, institute or association, as may be notified by the Central Government, having expertise in creation and maintenance of such data bank and put on their website for use by the company making the appointment of such Directors. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity;
- c. consider the time commitments of the candidates; and
- d. consider candidates recommended by the JSW Group HR

Provided that responsibility of exercising due diligence before selecting a person as an Independent Director shall lie with the Committee and Board making such appointment.

The Committee shall review and evaluate the candidate including his / her qualifications, and conduct inquiries it deems appropriate with no regard to the source of the initial recommendation of such proposed candidate.

After reviewing the profile of the nominated candidate & holding a meeting with the proposed candidate, if it so desires, the Nomination and Remuneration Committee may recommend the candidate for appointment as Director, KMP or SMP, as the case may be, to the Board of JSWHL, as required.

When recommending a candidate for appointment, the Committee:

- i. shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description
- ii. shall assess the appointee against a range of criteria including qualification, age, experience, positive attributes, independence, relationships, diversity of gender, background, professional skills and personal qualities required to operate successfully in the position and has discretion to decide adequacy of such criteria for the concerned position; and
- iii. all candidates shall be assessed on the basis of merit, related skills and competencies. There should be no discrimination on the basis of religion, caste, creed or sex.

The recommendation of the Committee shall be considered at the Board Meeting immediately following the meeting of the Committee at which the candidature was recommended.

The Final decision to appoint a candidate as a Director / KMP/ SMP of JSWHL shall be taken by the Board of Directors by passing an appropriate resolution.

6. PROVISIONS RELATING TO APPOINTMENT / RESIGNATION / REMOVAL

a. Election, re-election and retirement

The Directors / KMP / SMP of the Company shall be appointed and shall retire as per the provisions of the Companies Act, 2013, where applicable, and the prevailing HR policies of the Company. The Board will have the discretion to retain the Director / KMP / SMP in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company and subject to compliance with the provisions of the Companies Act, 2013, where applicable.

The Company shall not appoint a person or continue the directorship of any person as an executive director who has attained the age of seventy years unless a special resolution is passed to that effect in a general meeting.

The Company shall not appoint a person or continue the directorship of any person as a nonexecutive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Provided that the listed entity shall ensure compliance with this sub-regulation at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy- five years.

All new Director appointees to the Board are subject to election at the General Meeting following their appointment. The explanatory statement annexed to the notice of the General Meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as Director.

b. Resignation of Director/ KMP /SMP

The resignation of a Director shall take effect from the date on which the notice of resignation is received by the Company or the date, if any, specified by the Director in the notice, whichever is later or any other provisions as may be applicable.

The resignation of a KMP / SMP shall take effect in accordance with the JSW HR Group Policy of the Company from time to time.

c. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director / KMP/SMP subject to the internal HR policy and provisions and compliance of the Act and other applicable, rules and regulations.

The Committee can also recommend to the Board, the removal of any Director / KMP / SMP for non-compliance or violation of any rules laid down in the Company's Code of Conduct for Board Members and Senior Management Executives or Guidelines for Professional Conduct in accordance with Clause 7.

d. Familiarization Program for Independent Directors

The company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

7. GUIDELINES FOR PROFESSIONAL CONDUCT

All Directors / KMP shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his / her duties;
- iii. exercise his / her responsibilities in a bona fide manner in the interest of the company;
- iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;
- v. not abuse his / her position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vi. assist the Company in implementing the best corporate governance practices; and
- vii. follow the Code of Conduct for Board Members and Senior Management Executives.

In addition:

- i. An Independent Director shall not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- ii. An Independent Director shall refrain from any action that would lead to loss of his / her independence; and
- iii. Where circumstances arise which make an Independent Director lose his / her independence, the Independent Director must immediately inform the Board accordingly.

Every individual intending to be appointed as Director of the Company shall make an application for allotment of Director Identification Number (DIN) (in case he / she does not have a DIN) to the Ministry of Corporate affairs in such form and manner and along with such fees as may be prescribed. Every person proposed to be appointed as a Director by the Company in General Meeting or otherwise, shall furnish his / her Director Identification Number and a declaration that he/she is not disqualified to become a Director under this Act. The person appointed as a Director shall not act as a director unless he/she gives his/her consent to hold the office as Director. The person appointed as a Director shall not hold office as a Director, including any alternate Directorship, in more than twenty companies at the same time: Provided that the maximum number of public companies in which he/she holds office as a Director shall not exceed ten.

An Independent Director shall not serve as an Independent Director in more than seven companies, and a Whole-time Director cannot act as an Independent Director in more than three companies, in accordance with the applicable law.

8. DUTIES OF DIRECTORS

The persons appointed as a Director of the Company shall act in accordance with the articles of the Company and the provisions of applicable law. He/she shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

The persons appointed as a Director shall not involve in a situation in which he / she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

The persons appointed as Directors should not achieve or attempt to achieve any undue gain or advantage either to himself / herself or to his/her relatives, partners, or associates. The Director should not assign his/her office. Any assignment, if made shall be void.

The persons appointed as Directors also have the following duties:

- To actively participate in the Board and Committee meetings;
- To seek information from the management wherever required;
- To disclose his / her interest in particular discussion and not to be present during such discussion in Committee / Board meetings;
- To read the agenda and draft minutes carefully and provide inputs, if any;
- To abide by the rules, policies, code of conduct of the company as may be applicable; and
- To safeguard the interests of all stakeholders.

9. SUBJUGATION

This policy shall be subject to the provisions contained in the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations entered into with the Exchanges, any guidelines / directives issued by The Ministry of Corporate Affairs, SEBI or the Stock Exchanges from time to time.

10. REVIEW

The Committee is responsible for monitoring, implementation, and review of this Policy, and shall make recommendations to the Board, as and when required, to facilitate an effective remuneration strategy for the Company. The Policy shall be approved by the Board based on the recommendations of the Nomination & Remuneration Committee.
