NOMINATION AND REMUNERATION POLICY

P.E. ANALYTICS LIMITED

1. INTRODUCTION

The Nomination and Remuneration Policy ("Policy") of P.E. Analytics Limited ("Company") has been formulated by the Nomination and Remuneration Committee ("NRC" or "Committee") and approved by the Board of Directors ("Board") of the Company.

This Policy has been formulated in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and such other applicable laws, regulations and guidelines as may be applicable to the Company.

The Policy shall be applicable to the Board of Directors, Key Managerial Personnel ("KMP"), Senior Management Personnel and such other employees/persons as may be covered under the applicable laws or as determined by the Company.

2. OBJECTIVES OF THE POLICY

The objectives of this Policy are:

a. To establish criteria for determining the qualifications, positive attributes and independence of Directors;

b. To establish a transparent process for identifying, evaluating and recommending suitable candidates for appointment as Directors, KMP and Senior Management Personnel;

c. To ensure that the Board comprises persons possessing appropriate skills, knowledge, experience, expertise and diversity necessary for effective functioning of the Company;

d. To establish an appropriate framework for performance evaluation of the Board, its Committees, individual Directors and KMP, wherever applicable;

e. To establish principles and criteria for determining remuneration of Directors, KMP, Senior Management Personnel and other employees;

f. To ensure that remuneration is reasonable and sufficient to attract, retain and motivate competent personnel and is appropriately linked to performance;

g. To promote a balance between fixed and performance-linked remuneration having regard to short-term and long-term objectives of the Company;

h. To provide a framework for succession planning for the Board, KMP and Senior Management Personnel; and

i. To ensure that the Company's nomination and remuneration practices are aligned with applicable statutory and regulatory requirements and good corporate governance practices.

3. DEFINITIONS

3.1 "Act"

"Act" means the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

3.2 "Board"

"Board" means the Board of Directors of P.E. Analytics Limited.

3.3 "Committee"

"Committee" or "NRC" means the Nomination and Remuneration Committee constituted by the Board.

3.4 "Director"

"Director" means a Director of the Company.

3.5 "Independent Director"

"Independent Director" means an Independent Director of the Company appointed in accordance with the provisions of the Act and SEBI LODR Regulations.

3.6 "Key Managerial Personnel"

"KMP" shall have the meaning assigned to it under the Act and the applicable rules made thereunder.

3.7 "Senior Management"

"Senior Management" shall have the meaning assigned to it under the applicable provisions of the SEBI LODR Regulations, as amended from time to time.

3.8 "Remuneration"

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him/her and includes perquisites and other benefits, wherever applicable.

Words and expressions used but not defined herein shall have the meanings assigned to them under the Act, SEBI LODR Regulations and other applicable laws.

4. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The NRC shall be constituted and reconstituted by the Board from time to time in accordance with the Act and SEBI LODR Regulations.

The Committee shall comprise of at least three Directors, all of whom shall be Non-Executive Directors, with at least two-thirds of the Directors being Independent Directors, or such other composition as may be prescribed under applicable law from time to time.

The Chairperson of the NRC shall be an Independent Director.

The Chairperson of the Company, whether Executive or Non-Executive, may be appointed as a member of the NRC but shall not chair the NRC.

The quorum for meetings of the NRC shall be as prescribed under the applicable provisions of SEBI LODR Regulations from time to time and shall include at least one Independent Director in attendance.

The NRC shall meet at least once in every financial year and may meet more frequently as may be required for effective discharge of its responsibilities.

The Chairperson of the NRC may attend the Annual General Meeting of the Company to answer shareholders' queries relating to the Committee, as may be required.

5. ROLE AND RESPONSIBILITIES OF THE NRC

The NRC shall, inter alia:

a. Identify persons who are qualified to become Directors and who may be appointed in Senior Management positions in accordance with the criteria laid down in this Policy;

b. Recommend to the Board the appointment and removal of Directors, KMP and Senior Management Personnel, wherever applicable;

c. Recommend to the Board the remuneration payable to Directors, KMP and Senior Management Personnel;

d. Formulate criteria for determining qualifications, positive attributes and independence of Directors;

e. Recommend to the Board a policy relating to remuneration of Directors, KMP, Senior Management Personnel and other employees;

f. Specify the manner for effective evaluation of performance of the Board, its Committees and individual Directors;

g. Review the performance evaluation process and its implementation;

h. Evaluate the performance of Independent Directors and the Board, as may be required under applicable law;

i. Review and recommend to the Board succession plans for the Board, KMP and Senior Management Personnel;

j. Review the Company's human resource and leadership requirements from time to time;

k. Review the structure, size and composition of the Board and recommend changes, where appropriate;

l. Assess whether the skills, knowledge, experience and expertise of the Board are appropriate for the requirements of the Company;

m. Ensure that an appropriate induction and familiarisation programme is provided to newly appointed Directors, KMP and Senior Management Personnel, wherever applicable;

n. Review the effectiveness of such induction and familiarisation programmes;

o. Review and recommend to the Board such human resource and remuneration policies as may be necessary;

p. Review and recommend remuneration structures that appropriately balance fixed and incentive-based remuneration;

q. Review employee incentive arrangements, including employee stock option or other long-term incentive arrangements, where applicable;

r. Review and recommend manpower plans, senior management positions and related compensation structures, wherever appropriate;

s. Review and recommend changes in compensation and remuneration structures based on performance, market practices and the Company's requirements;

t. Periodically review the terms of reference of the NRC and recommend changes to the Board wherever necessary;

u. Obtain professional advice or assistance from internal or external experts, advisors or consultants whenever considered necessary for discharge of its responsibilities; and

v. Perform such other functions as may be prescribed under applicable laws, regulations or as may be delegated by the Board from time to time.

6. POLICY FOR APPOINTMENT OF DIRECTORS

6.1 General Criteria

While recommending appointment of a Director, the NRC shall consider the following:

a. Educational and professional qualifications;

b. Relevant experience and expertise;

c. Knowledge and understanding of the Company's business and industry;

d. Skills and competencies relevant to the Company's business and strategy;

e. Integrity, ethical standards and reputation;

f. Ability to devote sufficient time and attention to the affairs of the Company;

g. Diversity of perspective and background;

h. Ability to exercise independent judgement; and

i. Such other criteria as may be considered appropriate by the NRC and the Board.

The NRC shall endeavour to ensure an appropriate balance of skills, experience, knowledge and diversity on the Board.

6.2 Independent Directors

The appointment of an Independent Director shall be based on the criteria prescribed under the Act, SEBI LODR Regulations and other applicable laws.

In assessing the independence of a proposed Independent Director, the NRC shall consider, inter alia:

a. His/her integrity and relevant expertise;

b. Absence of relationships or circumstances that may impair or appear to impair his/her ability to exercise independent judgement;

c. Compliance with applicable statutory independence criteria;

d. His/her ability to devote sufficient time and attention to the Company; and

e. Such other factors as may be prescribed under applicable law.

The NRC shall obtain such declarations, confirmations and information as may be required under applicable law before recommending appointment or continuation of an Independent Director.

7. APPOINTMENT AND REMOVAL OF KMP AND SENIOR MANAGEMENT

The NRC shall identify persons who may be appointed to KMP and Senior Management positions based on qualifications, experience, skills, competence, integrity and the requirements of the Company.

The NRC shall recommend to the Board the appointment or removal of KMP and Senior Management Personnel wherever such recommendation is required under applicable law or considered appropriate by the Board.

The NRC may review the structure and adequacy of Senior Management from time to time and recommend creation, modification or discontinuation of positions based on the Company's business requirements.

In making its recommendations, the NRC shall consider the Company's business strategy, organisational requirements, succession requirements, performance, experience, leadership capability and other relevant factors.

8. SUCCESSION PLANNING

The NRC shall develop and periodically review a succession plan for the Board, KMP and Senior Management Personnel.

The succession plan shall seek to ensure continuity of leadership and availability of suitable candidates for key positions.

The NRC shall periodically review the readiness and suitability of potential successors and recommend appropriate actions to the Board wherever necessary.

9. INDUCTION AND FAMILIARISATION

The Company shall provide an appropriate induction and familiarisation programme to newly appointed Directors, KMP and Senior Management Personnel, as applicable.

The programme may include information relating to:

a. The Company's business and operations;

b. Industry environment and competitive landscape;

c. Roles, responsibilities and duties;

d. Applicable statutory and regulatory obligations;

e. Corporate governance framework;

f. Financial and operational performance;

g. Risk management and internal control framework; and

h. Other matters considered relevant for effective discharge of their responsibilities.

The NRC shall periodically review the effectiveness of the induction and familiarisation programme.

10. BOARD DIVERSITY

The Company shall endeavour to maintain an appropriate balance of skills, experience, knowledge, expertise, perspectives and diversity on the Board.

While recommending appointments, the NRC shall consider diversity in a manner that supports effective decision-making and the long-term interests of the Company.

The NRC shall periodically review the composition and skill requirements of the Board and recommend appropriate changes wherever necessary.

11. PERFORMANCE EVALUATION

The NRC shall establish a structured process for evaluation of the performance of:

a. The Board as a whole;

b. The Committees of the Board;

c. Individual Directors;

d. Independent Directors; and

e. The Chairperson of the Board, as applicable.

The evaluation shall be undertaken in accordance with the methodology and criteria approved by the Board and in compliance with applicable laws and regulations.

The evaluation criteria may include:

a. Attendance and participation;

b. Contribution to Board deliberations and decision-making;

c. Knowledge and understanding of the Company's business;

d. Strategic contribution;

e. Compliance with duties and responsibilities;

f. Independent judgement;

g. Leadership and governance capabilities;

h. Effectiveness in overseeing management;

i. Quality of advice and constructive challenge;

j. Contribution to Board/Committee effectiveness; and

k. Such other criteria as may be considered appropriate.

The NRC shall periodically review the evaluation process and recommend improvements to the Board wherever required.

The performance evaluation process shall be objective, transparent and appropriately documented.

12. REMUNERATION POLICY

The remuneration policy shall be designed to:

a. Attract, retain and motivate competent and qualified persons;

b. Reward performance and contribution;

c. Maintain an appropriate relationship between remuneration and performance;

d. Ensure that remuneration is reasonable and sufficient having regard to the size, nature and complexity of the Company's business;

e. Maintain an appropriate balance between fixed and performance-linked remuneration;

f. Align remuneration with short-term and long-term business objectives;

g. Promote sustainable growth and long-term value creation; and

h. Ensure compliance with applicable statutory and regulatory requirements.

The NRC shall consider market practices, industry benchmarks, responsibilities, performance, qualifications, experience and the Company's financial and operational performance while recommending remuneration.

13. REMUNERATION OF EXECUTIVE DIRECTORS

The remuneration of Executive Directors shall be recommended by the NRC and approved by the Board and shareholders wherever required under applicable law.

The remuneration package may comprise fixed remuneration, variable/performance-linked remuneration, benefits, perquisites, incentives, retirement benefits and other components permitted under applicable law.

The NRC shall ensure that the remuneration structure appropriately reflects the responsibilities and performance of the Executive Director and the Company's short-term and long-term objectives.

Performance-linked remuneration, wherever applicable, shall be linked to appropriate performance criteria and targets.

14. REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS

The remuneration of Non-Executive and Independent Directors shall be determined in accordance with applicable provisions of the Act, SEBI LODR Regulations and other applicable laws.

The NRC shall consider factors including:

a. Role and responsibilities;

b. Time commitment;

c. Contribution to Board and Committee deliberations;

d. Company performance;

e. Industry practices; and

f. Applicable statutory limits.

Sitting fees, commission, reimbursement of expenses and other permissible remuneration may be paid in accordance with applicable law and approvals.

Independent Directors shall not be entitled to stock options except where expressly permitted by applicable law.

15. REMUNERATION OF KMP AND SENIOR MANAGEMENT

The remuneration of KMP and Senior Management Personnel shall be determined having regard to:

a. Qualifications and experience;

b. Role and responsibilities;

c. Individual performance;

d. Business performance;

e. Market and industry benchmarks;

f. Internal pay parity;

g. Retention requirements; and

h. Applicable laws and regulations.

The remuneration structure may comprise fixed remuneration, performance-linked incentives, benefits, perquisites and long-term incentives, wherever applicable.

The NRC shall endeavour to ensure that the remuneration structure appropriately balances fixed and incentive components and supports the Company's long-term interests.

16. PERFORMANCE-LINKED REMUNERATION

Where performance-linked remuneration is provided, the NRC shall ensure that appropriate performance criteria are established.

Such criteria may include financial, operational, strategic, individual and organisational performance indicators, as considered appropriate.

Performance-linked remuneration shall be determined based on the achievement of approved performance objectives and shall be subject to applicable approvals and statutory requirements.

The NRC may periodically review the effectiveness of performance-linked remuneration arrangements and recommend changes where necessary.

17. REMUNERATION OF OTHER EMPLOYEES

The remuneration structure for employees shall be based on factors including qualifications, experience, responsibilities, performance, market practices, internal equity and the Company's business requirements.

The Company shall endeavour to maintain an appropriate balance between competitiveness of remuneration and sustainable cost management.

18. EMPLOYEE INCENTIVE AND LONG-TERM INCENTIVE ARRANGEMENTS

Where the Company establishes employee stock option plans, long-term incentive plans or other employee incentive arrangements, the NRC shall review and recommend such arrangements to the Board in accordance with applicable laws and the relevant scheme documents.

The NRC may consider eligibility, performance criteria, vesting conditions, retention objectives, long-term value creation and alignment with shareholders' interests while recommending such arrangements.

19. CONFLICT OF INTEREST

Every Director, KMP and Senior Management Personnel shall comply with the Company's applicable policies and statutory requirements relating to conflicts of interest.

Any person having a direct or indirect interest in a matter under consideration shall disclose such interest and shall abstain from participating in the relevant discussion or decision to the extent required under applicable law.

The NRC shall take appropriate measures to ensure that nomination and remuneration decisions are made objectively and in the interests of the Company and its stakeholders.

20. POWERS OF THE NRC

The NRC shall have authority to:

a. Seek information from employees and officers of the Company;

b. Obtain professional advice or assistance from external advisors, consultants or experts;

c. Call for such information and records as may be necessary for discharge of its responsibilities;

d. Invite such persons to attend its meetings as it considers appropriate; and

e. Undertake such other activities as may be necessary for effective discharge of its responsibilities, subject to applicable law and the authority delegated by the Board.

21. REPORTING TO THE BOARD

The NRC shall report to the Board on its proceedings, recommendations and matters requiring the attention or approval of the Board.

The recommendations of the NRC shall be submitted to the Board for consideration and approval wherever such approval is required.

Nothing contained in this Policy shall be construed as conferring upon the NRC any authority that is required by law to be exercised by the Board, shareholders or any other competent authority.

22. POLICY REVIEW AND AMENDMENT

The NRC shall periodically review and reassess the adequacy of this Policy and recommend changes to the Board whenever necessary.

The Policy shall be reviewed whenever there is a change in applicable law, regulation, regulatory guidance or governance requirements having a bearing on the Policy.

The Board may modify, amend, revise or replace this Policy on the recommendation of the NRC or otherwise in accordance with applicable law.

23. OVERRIDING EFFECT OF LAW

In the event of any conflict between this Policy and the provisions of the Act, SEBI LODR Regulations or any other applicable law, the provisions of such law shall prevail over this Policy.

Any subsequent amendment or modification to applicable law shall automatically apply to this Policy to the extent applicable, pending formal amendment of the Policy by the NRC and/or Board.

24. DISCLOSURE

This Policy shall be disclosed on the Company's website in accordance with applicable statutory and regulatory requirements.

The salient features of the Policy and changes therein, if any, shall be disclosed in the Board's Report or such other document as may be required under applicable law.

25. EFFECTIVE DATE

This revised Nomination and Remuneration Policy shall become effective from the date approved by the Board of Directors of the Company.

Approved by the Board of Directors on: 01.09.2026

Effective from: 01.09.2026