

**MILLENIUM MANUFACTURING SYSTEMS**  
**PVT. LTD.**

(CIN- U29304DL2023PTC412152)

**NOMINATION AND REMUNERATION POLICY**

(effective from February 05, 2026)

## **INTRODUCTION**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time.

The Nomination and Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law.

## **APPLICABILITY**

The Policy is applicable to Directors (Executive and Non-Executive), Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs) and other employees.

## **DEFINITIONS**

- a) “**Board**” means Board of Directors of the Company.
- b) “**Company**” means “MILLENIUM MANUFACTURING SYSTEMS PVT. LTD.”
- c) “**Independent Director**” means a director referred to in Section 149(6) of the Companies Act, 2013.
- d) “**Key Managerial Personnel**” (KMP) means (i) Chief Executive Officer or the Managing Director or the Manager, (ii) Company Secretary, (iii) Whole-time Director, (iv) Chief Financial Officer and (v) Such other officer as may be prescribed.
- e) “**Nomination and Remuneration Committee**” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- f) “**Policy or This Policy**” means, “Nomination and Remuneration Policy.”
- g) “**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the

Income-tax Act, 1961.

- h) “**Senior Management**” mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

### **OBJECTIVE**

The Key Objectives of the policy would be:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
2. To recommend to the Board the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management and other employees.

### **GUIDING PRINCIPLES**

The Policy shall ensure that:

1. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person.
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
3. Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to our Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and our Board;

3. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to our Board their appointment and removal;
4. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
5. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
6. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
7. Considering and recommending grant of employees stock option, if any, and administration and superintendence of the same;

**APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT (INCLUDING INDEPENDENT DIRECTORS)**

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

As per the applicable provisions of Companies Act 2013, Rules made thereunder, the Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

**CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT**

1. To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities

2. To practice and encourage professionalism and transparent working environment.
3. To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
4. To adhere strictly to code of conduct.

### **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 or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:**

1. No Director/ KMP/ SMP/ other employee is involved in deciding his or her own remuneration.
2. The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
3. Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
4. Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives

appropriate to the Company's working and goals.

5. Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
6. Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

#### **CRITERIA OF MAKING PAYMENTS TO OTHER EMPLOYEES:**

The remuneration to be paid to the other employees shall be decided by the management of the Company based on the experience, qualification, expertise of the employees or any other criteria as may be decided by the Management.

#### **DISCLOSURE**

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

Any changes in the Act or any other governing Act/ Rules/ Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated.

This policy shall be placed on the website of the company and the salient features and any changes, therein, if any, along with the web address of the policy shall be disclosed in the Board's report.

#### **VERSION HISTORY**

<b>Version</b>	<b>Approved on/ Effective from</b>
Version 1	February 05, 2026