

NOMINATION AND REMUNERATION POLICY

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1. PREAMBLE

This Nomination and Remuneration Policy (“**Policy**”) has been formulated by TBO Tek Limited (Formerly TBO Tek Private Limited and Tek Travels Private Limited) (“**Company**”) in compliance with Section 178 of the Companies Act, 2013 (“**Act**”), read with applicable rules made thereunder and in compliance of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

The Board of Directors of Company (“**Board**”) has approved and adopted this Policy at their meeting held on November 24, 2021.

2. OBJECTIVE

The objective of this Policy is to serve as a guiding charter to appoint qualified persons as Directors on the Board of Directors of the Company (“**Directors**”), Key Managerial Personnel (the “**KMP**”), persons who may be appointed in senior management positions (“**SMP**”), to

recommend the remuneration to be paid to them and to evaluate their performance. This Policy provides a framework for:

- (i) Identifying persons who are qualified to become Directors (executive and non-executive) and persons who may be appointed as KMP, SMP in accordance with the criteria laid down, and recommend to the Board for their appointment and removal.
- (ii) Identifying the criteria for determining qualifications, positive attribute and independence of a director.
- (iii) Specifying framework for remuneration of Directors, KMPs and SMPs, based on factors including the Company's size, financial position, trends and practices on remuneration prevailing in peer companies in the similar industry.
- (iv) Specifying the manner for effective evaluation of performance of the Board, Directors, KMPs, SMPs and persons in senior management position to be carried out either by the Board, by the Committee or by an independent external agency.
- (v) Assessing the independence of independent Directors.
- (vi) Providing them reward, linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.
- (vii) Retaining, motivating and promoting talent and to ensure long term sustainability of talented persons and create competitive advantage.
- (viii) Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Companies Act 2013 and Rules thereunder and the SEBI Listing Regulations, whenever applicable.

3. DEFINITIONS

"Key Managerial Personnel" shall have the meaning as defined under Section 2(51) of the Act as under:

- (a) the Chief Executive Officer or the Managing Director(s) or the Manager;
- (b) the Company Secretary;
- (c) the Whole-time Director;
- (d) the Chief Financial Officer;
- (e) such other officer, not more than one level below the Directors who are in whole-time employment, designated as key managerial personnel by the Board; and
- (f) such other officer as may be prescribed.

“**Senior Management Personnel**” or “**SMP**” shall mean 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) i.e., employees falling in the category of Band 4 and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

4. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (“**NRC**” or “**Committee**”) shall mean a committee of Directors constituted under Section 178 of the Act, read with rules made thereunder.

- (a) The Board shall determine the membership of the Committee.
- (b) The Committee shall comprise of at least three members, all of whom shall be Non-Executive Directors, and at least two-third shall be Independent Directors.
- (c) One of the Independent Non-Executive Director shall be designated by the Board to serve as the Committee’s Chairman. Provided that the Chairperson of the Company, whether Executive or Non- Executive, may be appointed as a member of the Committee and shall not chair the Committee.
- (d) The Committee shall meet at least once in a year, and the quorum of the meeting of the Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director.
- (e) The Chairperson of Committee may be present at the annual general meeting to answer the shareholders' queries; however, it shall be up to the Chairperson to decide who shall answer the queries.

5. APPOINTMENT CRITERIA AND QUALIFICATIONS

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Articles of Association of the Company, the

Act, SEBI Listing Regulations, Act and other statutory, regulatory and contractual obligations of the Company.

6. GENERAL CRITERIA

- (a) The Committee shall be responsible for identifying suitable candidate for appointment / re-appointment as Director of the Company. The Board should comprise of eminent individuals from diverse fields who bring in the required skills, competence and expertise that are required for making effective contributions to the Board. While evaluating a person for appointment / re-appointment as Director, the Committee shall consider and evaluate the following core skills / expertise / competencies:
- (i) Leadership;
 - (ii) Strategic Insights;
 - (iii) Financial Acumen;
 - (iv) Understanding of industry and operations;
 - (v) Governance and regulatory knowledge;
 - (vi) Technology;
 - (vii) Talent Management; and
 - (viii) such other factors that the committee might consider relevant and applicable from time to time towards achieving a diverse Board.
- (b) The proposed candidate shall possess appropriate expertise, experience and knowledge in one or more fields of technology, finance, law, management, sales, marketing, administration, corporate governance or such other areas related to the Company's business as determined by the NRC.
- (c) During the term of the office, every Director shall:
- (i) uphold ethical standards of integrity and probity;
 - (ii) act objectively and constructively;
 - (iii) exercise responsibilities in a bona-fide manner in the interest of the Company;
 - (iv) shall be free from any disqualifications as stipulated under the Act and/ or the SEBI Listing Regulations;

- (d) The Company shall not appoint or continue the employment of any person as whole time director who has attained the age of 70 years. Provided that the term of the person holding this position may be extended beyond the age of 70 years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 years.
- (e) The Committee shall ensure that an appropriate induction and training and familiarization program is in place for new Directors, KMPs and SMPs after their appointment.
- (f) The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provision of the law and their service contract.
- (g) The Committee shall recommend any necessary changes to the Board.

7. APPOINTMENT OF INDEPENDENT DIRECTORS

While evaluating a person for appointment / re-appointment as an Independent Director, the Committee shall ensure that the proposed candidate satisfies the following additional criteria:

- (a) Meet the baseline definition and criteria of “independence” as set out in Section 149 of the Act, the Listing Regulations and other applicable laws.
- (b) Should not hold any Board / employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.
- (c) Should be above the age of 21 years and less than 75 years provided a person who is older than 75 years may be appointed by passing a special resolution 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.
- (d) Does not hold independent directorship in more than 7 listed entities.
- (e) Does not hold independent directorship in more than 3 listed entities if serving as a whole time director/ managing director in any listed entity.

Independence of Directors is decided on the basis of criteria provided under the relevant provisions of the Act, read with rules made thereunder, and any modification/amendments done from time to time and as envisaged under SEBI Listing Regulations. A declaration of independence is taken from the Independent Directors at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director. An Independent Director shall be under the obligation to inform the Board of Directors of any change in circumstances which may affect his/her independence.

The re-appointment / extension of term of the Director shall be on the basis of their performance evaluation report.

8. APPOINTMENT OF MANAGING DIRECTOR/WHOLE-TIME DIRECTOR

The Board based on the recommendation of the Committee shall be responsible for identifying suitable candidates for the positions of chairman, managing Director(s) and whole-time Directors.

The terms and conditions of the appointment shall be in accordance with the provisions of applicable law.

9. REMUNERATION STRUCTURE

The remuneration structure would normally depend upon the roles and responsibilities as well as the prevailing market practices. In normal circumstances, the remuneration of an individual shall be divided between fixed and variable components as required under the provisions of the Act and as envisaged in the SEBI Listing Regulations:

- (a) Base Compensation (fixed salaries): This component of salary is competitive and reflective of the individual's role, responsibility and experience in relation to performance of day -to-day activities, usually reviewed on an annual basis. The base compensation includes salary, allowances and other statutory / non- statutory benefits which are normal part of remuneration package in line with market practices.
- (b) Variable salary: A part of remuneration is payable as variable salary linked to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set in this regard.
- (c) Any other component/benefits as may be recommended by the management and approved by the NRC.

- (d) [Stock options in accordance applicable laws.]

10. REMUNERATION TO WHOLE-TIME/ MANAGING DIRECTOR, KMP AND SMP:

- (a) Fixed pay:

The managing Director(s) and/or whole-time Director(s), KMPs and SMPs shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and the shareholders, wherever applicable. The breakup of the pay scale and quantum of perquisites including, employer's contribution towards provident fund, pension scheme, medical expenses, club fees and other perquisites shall be decided and approved by the Board on the recommendation of the Committee.

- (b) Minimum Remuneration

If in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its managing Director(s) and/or whole-time Directors in accordance with the provisions of Schedule V of the Act and if the Company is not able to comply with such provisions, previous approval of the central government shall be required to be obtained.

11. REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:

- (c) Remuneration

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the articles of association of the Company and with the provisions of the Act along with the rules made there under.

- (d) Sitting Fees

The non- executive/ independent Director may receive remuneration by way of fees for attending meetings of Board or committees of the Board to which they are appointed from time to time thereof. Provided that the amount of such fees shall not exceed the limits prescribed under the Act.

Due to reasons for any disqualification mentioned in the Act and rules made there under or under any other applicable law, the Committee may recommend to the Board with

reasons recorded in writing, removal of a Director, KMP, SMP or other person in senior management position, subject to the provisions and compliance of the Act and other applicable law.

12. RETIREMENT

A Director, KMP and SMP shall retire as per the applicable provisions of the Act along with the rules made thereunder, the SEBI Listing Regulations and the relevant policy of the Company. Subject to such policies of the Company, the Board will have the discretion to retain any Director, KMP, SMP or other person in senior management position, even after attaining the retirement age, for the benefit of the Company in accordance with the procedure laid down in the Act and the SEBI Listing Regulations.

13. REVIEW

The Policy shall be reviewed by the Committee at appropriate intervals and based on its recommendations, the Board may revise the same from time to time.

14. DISCLOSURE OF THIS POLICY BY THE COMPANY

This Policy shall be placed on the website of the Company and the details of this Policy, including the evaluation criteria, shall be mentioned in the Annual Report of the Company.