NOMINATION AND REMUNERATION POLICY

Adopted on	Revised Date	Approved by	Date of Approved
29.05.2014	-	Board	29.05.2014
14.08.2026	14.08.2026	Board	14.08.2026

NOMINATION AND REMUNERATION POLICY

PREAMBLE

This Nomination and Remuneration Policy ("Policy") has been framed pursuant to the provisions of Section 178 of the Companies Act, 2013, read with the applicable Rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Policy establishes the principles governing the appointment, remuneration, evaluation and succession planning of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel of Orient Beverages Ltd. ("the Company"). It is intended to ensure that the Company attracts, retains and motivates competent individuals who contribute to sustainable growth, sound corporate governance and long-term value creation.

This Policy shall apply to all Directors, Key Managerial Personnel and Senior Management Personnel of the Company unless otherwise specified.

OBJECTIVES

The objectives of this Policy are to:

- Identify individuals qualified to become Directors, KMP and Senior Management Personnel.
- Recommend appointments, re-appointments and removal of Directors, KMP and Senior Management Personnel.
- Establish a transparent and fair remuneration framework.
- Ensure that remuneration is linked to individual performance, Company performance and long-term shareholder value.
- Lay down criteria for determining qualifications, positive attributes and independence of Directors.
- Provide for performance evaluation of the Board, Committees and individual Directors.
- Promote diversity in the composition of the Board.

DEFINITIONS

Unless otherwise defined herein, words and expressions used in this Policy shall have the meanings assigned to them under the Companies Act, 2013, SEBI (LODR) Regulations and other applicable laws.

For the purpose of this Policy:

- Board means the Board of Directors of the Company.
- Committee means the Nomination and Remuneration Committee.
- Company means “Orient Beverages Ltd.”
- Director includes Executive, Non-Executive and Independent Directors.
- Independent Director shall have the meaning assigned under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations.
- Key Managerial Personnel (KMP) shall have the meaning assigned under Section 2(51) of the Companies Act, 2013.
- Senior Management shall have the meaning assigned under the SEBI (LODR) Regulations.
- Remuneration means salary, allowances, commission, incentive, bonus, perquisites, retirement benefits and any other monetary or non-monetary benefits payable.

APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT

The Committee shall identify and recommend suitable persons for appointment based on:

- Integrity and ethical standards.
- Educational and professional qualifications.
- Relevant knowledge and experience.
- Leadership capability.
- Strategic thinking and decision-making ability.
- Financial and business acumen.
- Industry knowledge.
- Independence, where applicable.
- Availability to devote sufficient time to Company affairs.

Appointments shall comply with the Companies Act, 2013, SEBI (LODR) Regulations and the Articles of Association of the Company.

INDEPENDENT DIRECTORS

Before recommending appointment of an Independent Director, the Committee shall evaluate:

- Skills and competencies required on the Board.
- Independence criteria prescribed under applicable laws.
- Professional reputation and experience.
- Time commitment.
- Absence of conflict of interest.

The Committee may obtain information from external databases, professional agencies or any other reliable source while identifying candidates.

TERM AND TENURE

Managing Director/Whole-time Director

Appointment or re-appointment shall be made for a period not exceeding five years at a time or such period as permitted under applicable law.

Independent Directors

Independent Directors shall hold office in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations and shall be eligible for re-appointment subject to applicable approvals and statutory requirements.

PERFORMANCE EVALUATION

The Committee shall carry out annual performance evaluation of:

- The Board.
- Board Committees.
- Individual Directors.
- Chairperson.
- Key Managerial Personnel.
- Senior Management Personnel.

The evaluation shall consider:

- Attendance and participation.
- Strategic contribution.
- Governance and compliance.
- Leadership.
- Risk oversight.
- Decision-making.
- Ethical conduct.
- Achievement of business objectives.

The results shall be reported to the Board.

REMOVAL

The Committee may recommend removal of any Director, KMP or Senior Management Personnel in accordance with applicable laws, employment terms and Company policies in cases including:

- Disqualification under law.
- Misconduct.
- Poor performance.
- Breach of fiduciary duties.
- Violation of the Company's Code of Conduct.
- Any other reason considered appropriate by the Board.

REMUNERATION POLICY

General Principles

Remuneration shall:

- Be fair, reasonable and competitive.
- Be sufficient to attract and retain talent.
- Be linked with performance.
- Encourage long-term value creation.
- Comply with all applicable laws.

Remuneration of Executive Directors

Executive Directors may receive:

- Basic Salary.
- Allowances.
- Performance-linked incentives.
- Commission.
- Retirement benefits.
- Perquisites.
- Other benefits approved by the Board.

Their remuneration shall be recommended by the Committee and approved by the Board and shareholders wherever required.

Remuneration of Non-Executive Directors

Non-Executive Directors may receive:

- Sitting fees.
- Commission within statutory limits.
- Reimbursement of expenses incurred for attending meetings.
- Professional fees, where permissible by law.

Independent Directors shall not be entitled to stock options unless permitted under applicable law.

Remuneration of KMP and Senior Management

The remuneration structure may comprise:

- Fixed salary.
- Variable pay linked to performance.
- Special allowance.
- Perquisites.
- Retirement benefits.
- Long-term incentive plans, if approved by the Board.

Annual revision shall be based on:

- Individual performance.
- Business performance.
- Market benchmarks.
- Industry practices.
- Internal parity.

Other Employees

The remuneration of other employees shall be governed by the Human Resources Policy, market practices, performance appraisal process and budget approved by the management.

BOARD DIVERSITY

The Company believes that diversity enhances Board effectiveness.
The Committee shall ensure diversity in terms of:

- Gender.
- Age.
- Skills.
- Professional background.
- Experience.
- Industry knowledge.
- Educational qualifications.
- Cultural and geographical representation.

Appointments shall always be based on merit while giving due consideration to diversity.

SUCCESSION PLANNING

The Committee shall periodically review succession plans for:

- Directors.
- Key Managerial Personnel.
- Senior Management Personnel.

The objective shall be to ensure continuity of leadership and availability of qualified successors.

EXTERNAL ADVISORS

The Committee may engage independent consultants, legal advisors

For **Orient Beverages Ltd.**

N. K. Poddar
Chairman

Dated : 14.08.2026