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GPT HEALTHCARE LIMITED

NOMINATION AND REMUNERATION POLICY

Issue Date	Version	Approved By	Circulated By
May 23, 2025	4	Board of Directors	Company Secretary

GPT HEALTHCARE LIMITED

Nomination and Remuneration Policy For the Directors, Key Managerial Personnel and other employees

This Nomination and Remuneration Policy (the "Policy") has been formulated in compliance with Section 178 of the Companies Act, 2013, read with applicable rules made thereunder (defined below) and in compliance of Regulation 19 of the SEBI Listing Regulations (defined below), when so applicable. This Nomination and Remuneration Policy is applicable to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel (the "SMP") of GPT Healthcare Limited ("Company").

In accordance with the provisions of the Act and the SEBI Listing Regulations, and other applicable provisions of law the Company has framed this Policy. Any future changes in the SEBI Listing Regulations or the Act will, ipso facto, apply to this Policy. The Policy has been amended and approved by the Board of Directors in their meetings held on May 23, 2025

1. OBJECTIVE:

The Key Objectives of the Committee would be:

a. to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
b. to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
c. to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

2. DEFINITIONS:

a. **Key Managerial Personnel:** Key Managerial Personnel means—

i. Chief Executive Officer or Managing Director or Manager;
ii. Company Secretary,
iii. Whole-Time Director;
iv. Chief Financial Officer; and
v. such other officer as may be prescribed.

b. Senior Management means the officers and personnel of the company who are members of its core management team, excluding the Board of Directors, and comprising 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.

3. ROLE OF COMMITTEE:

The role of the Committee inter alia will be the following and as duly referred and as amended time to time as per Part D of Schedule II of the SEB Listing Regulations:

a. to formulate a criteria for determining qualifications, positive attributes and independence of a Director;
b. to recommend to the Board the appointment and removal of Senior Management;
c. to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
d. to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive;
e. to 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;
f. ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
g. to devise a policy on Board diversity; and
h. to develop a succession plan for the Board and to regularly review the plan.

4. MEMBERSHIP:

a. The Committee shall consist of a minimum 3 non-executive directors, all of them being independent;
b. Minimum two (2) members shall constitute a quorum for the Committee meeting;
c. Membership of the Committee shall be disclosed in the Annual Report; and
d. Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRMAN:

a. Chairman of the Committee shall be an Independent Director;
b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee;
c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman; and
d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS:

The nomination and remuneration committee shall meet at least once in a year.

7. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

8. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

a. Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
b. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
c. Identifying and recommending Directors who are to be put forward for retirement by rotation;
d. Determining the appropriate size, diversity and composition of the Board;
e. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
f. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
g. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
h. Making 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;
i. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
j. Recommend any necessary changes to the Board; and
k. Considering any other matters as may be requested by the Board.

9. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

a. to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonableand sufficient to attract retain and motivate members of the Board andsuch other factors as the Committee shall deem appropriate all elementsof the remuneration of the members of the Board.
b. to approve the remuneration of the Senior Management including keymanagerial personnel of the Company maintaining a balance betweenfixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company.
c. to delegate any of its powers to one or more of its members or theSecretary of the Committee
d. to consider any other matters as may be requested by the Board
e. Professional indemnity and liability insurance for Directors and senior management.

10. MINUTES OF COMMITTEE MEETING:

Proceedings of all meetings must be recorded and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.