POLICY ON

NOMINATION & REMUNERATION

OF

SEMBCORP GREEN INFRA LIMITED

INDEX

1. PREAMBLE

Sembcorp Green Infra Limited (formerly known as Sembcorp Green Infra Private Limited) (the "**Company**") has formulated this Nomination and Remuneration Policy ("**Policy**") to provide a framework for remuneration of members of the board of directors (the "**Board**" or **"Board of Directors"**) of the Company, key managerial personnel, Senior Management and other employees of the Company.

This Policy is guided by the principles and objectives as enumerated in Section 178 (3) of the Companies Act, 2013 and the rules made thereunder, each as amended (the "**Act**" or **"Companies Act"**) and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

This Policy reflects the remuneration philosophy and principles of the Company and considers the pay and employment conditions with peers / competitive market to ensure that pay structures are appropriately aligned.

The Policy has been adopted by the Board of Directors on 29th July, 2026

2. OBJECTIVE AND PURPOSE

This Policy outlines the principles and guidelines for the Nomination and Remuneration Committee to:

(a) Recommend to the Board the criteria governing the appointment, removal, remuneration, and evaluation of performance of Directors (including independent Directors), Key Managerial Personnel (KMP), Senior Management Personnel (SMP), and other employees, ensuring principles of fairness, transparency, and good corporate governance;

(b) Assess the performance of Board members and submit necessary reports to the Board for further review and evaluation;

(c) Advise the Board on matters concerning the remuneration payable to Directors, KMPs, SMPs, and other personnel, as applicable, based on factors including the Company's size, financial position, trends and practices on remuneration prevailing in peer companies in the similar industry;

(d) Determine the level and composition of remuneration which is reasonable and sufficient to attract, retain and motivate Directors and KMPs and persons in senior management positions of the quality required to run the company successfully;

(e) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

(f) remuneration provided to Directors, key managerial personnel 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;

(g) Assess the independence of independence Directors;

(i) 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

a. **"Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

b. **"Board"** means Board of Directors of the Company.

c. **"Committee / Nomination and Remuneration Committee/NRC"** means a Committee of the Board of Directors of the Company, constituted in accordance with the provisions of section 178 of the Companies Act, 2013 and SEBI Listing obligations.

d. **"Independent Director"** means a director referred to in section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

e. **"Key Managerial Personnel (KMP)"** in relation to a Company means and includes:
  i. the Chief Executive Officer or the Managing Director or the manager;
  ii. the Company Secretary;
  iii. the Whole-Time Director;
  iv. the Chief Financial Officer;
  v. 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;
  vi. Such other officer as may be prescribed.

f. **"Senior Management Personnel"** means Senior Management as defined under Regulation 16(1)(d) of SEBI Listing Regulations and as identified by the Board of Directors.

4. APPOINTMENT AND REMOVAL OF DIRECTORS, KMPS, AND SENIOR MANAGEMENT

a. The Committee shall evaluate the integrity, qualifications, expertise, and experience of individuals proposed for appointment as Directors, KMPs, or others at senior management levels under the Act and SEBI Listing Regulations, and recommend their appointment along with terms and tenure.

b. The Committee shall determine the suitability of appointment of a Director by assessing the proposed person against a range of criteria which includes but are not limited to:

- Personality, skills and professional knowledge
- Knowledge and experience relevant to the business of the Company
- Understanding of and experience in performing his roles and responsibilities
- Independence of judgment
- Educational and professional qualification(s)
- Past performance and credentials, behavior &conduct
- Ability to work individually as well as a member of team
- Ability to represent the Company
- Interaction and relationship with the other members of the Board, KMPs, senior management and key stakeholders
- Board room conduct
- Communication skills
- Ethics and Values

c. Prospective appointees should possess qualifications, expertise, and experience suitable for the role. The Committee reserves the discretion to determine the adequacy of these credentials, as well as the ethical and moral qualities possessed by such person for the concerned position.

d. The appointment or continuation of Directors shall be governed by the age criteria stipulated under applicable regulations.

e. In the case of Independent Directors, the Committee shall assess the Board's current composition, skills, and experience, and, based on such assessment, define the capabilities and role expectations for the position. For identifying candidates, the Committee may:

- Engage external agencies, if necessary;
- Consider individuals from diverse professional backgrounds;
- Assess the availability and time commitment of candidates.

f. Due to reasons for any disqualification mentioned in the Act or under any other applicable provisions of the law, rules, regulations, etc., the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel and such removal shall be in accordance with the provisions and compliance of the Act, rules and regulations.

g. The Company shall not appoint or continue the employment of any person as a whole time Director/Executive Director who is below the age of twenty-one years or has attained the age of seventy years. Provided that a person who has attained the age of seventy years may be appointed or his term may be extended by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Provided further that where no such special resolution is passed but votes cast in favour of the motion exceed the votes, if any, cast against the motion and the Central Government is satisfied, on an application made by the Board, that such appointment is most beneficial to the company, the appointment of the person who has attained the age of seventy years may be made.

h. The Company shall not appoint or continue the employment of any person as a non-executive Director who has attained the age of seventy-five years, unless a special resolution is passed 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.

i. 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.

j. The Committee shall recommend any necessary changes in the constitution of the Board, KMPs or senior management to the Board.

k. The appointment or a re-appointment of a person, including as a managing director or a whole-time director or executive director or a manager, who was earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders. Provided further that the statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders, for considering the appointment or re-appointment of such a person earlier rejected by the shareholders shall contain a detailed explanation and justification by the Committee and the Board for recommending such a person for appointment or re-appointment.

l. The Committee shall devise a policy for Board Diversity.

m. The Committee shall ensure that there are appropriate induction and training programs in place for newly appointed Directors and KMPs.

5. REMUNERATION OF INDEPENDENT DIRECTORS

5.1. Subject to the applicable provisions under the law, the remuneration / commission / compensation/ Sitting fees to the Independent Directors will be determined by the NRC and recommended to the Board for its approval.

5.2. Keeping with evolving trends in industries and considering the time and efforts spent by specific Independent Directors, the practice of paying differential commission can be considered by the Board.

5.3. Independent Directors will not be eligible to receive stock options under the existing employee stock option scheme(s) ("**ESOP**") of the Company, if any.

5.4. Independent Directors are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs, including attending meetings of the Company.

5.5. The remuneration payable by the Company to Independent Directors shall be subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

6. REMUNERATION OF EXECUTIVE DIRECTOR

6.1 The compensation paid to the executive directors (including managing director) will be within the scale approved by the shareholders. The elements of the total compensation, approved by the NRC will be within the overall limits specified under the Act and in compliance with SEBI Listing Regulations.

6.2 The elements of compensation of the executive director include the elements as described in paragraph 4 below.

6.3 The NRC will determine the annual variable pay compensation in the form of annual incentive and annual increment for the executive director based on Company's and individual's performance as against the pre-agreed objectives for the year.

6.4 The executive directors, except for a promoter director, will also be eligible for ESOPs as per the ESOP scheme in force from time to time. Grants under the ESOP scheme shall be approved by the NRC.

6.5 In case of inadequacy of profit in any financial year, the remuneration payable to the executive director shall be further subject to the relevant provisions of the Act.

6.6 Executive directors will not be paid sitting fees for any Board / Committee meetings attended by them.

6.7 The remuneration payable by the Company to the executive directors shall be subject to the approval by the Board of Directors of the Company, as per the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

7. REMUNERATION TO KEY MANAGERIAL PERSONNEL / SENIOR MANAGEMENT AND OTHER EMPLOYEES

7.1. The Company's total compensation for Key Managerial Personnel/ Senior Management as defined under the Act / other employees will consist of:

- fixed compensation
- variable compensation in the form of annual incentive
- benefits
- work related facilities and perquisites.

7.2. In addition, selected executives will also be eligible for long-term incentive plan in the form of ESOPs, as per the ESOP scheme in force from time to time. Grants under the ESOP scheme will be approved by the NRC.

7.3. Fixed compensation will be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation will include basic salary, housing allowance, leave travel allowance and other allowances.

7.4. The annual incentive (variable pay) of executives will be linked directly to the performance of the Company and individual.

7.5. Based on the grade and seniority of employees, benefits for employees may include:

- Health-Related
- Health (hospitalization) insurance
- Accident and life insurance
- Retirement-related
- Contribution to a superannuation fund (in addition to statutory benefits such as provident fund account, gratuity, etc.)

7.6. Employees will also be eligible for work related facilities and perquisites as may be determined through human resources policies issued from time to time based on the grade of the employee.

7.7. A formal annual performance management process will be applicable to all employees, including senior executives. Performance ratings of individual executives will form an input for the annual increases in fixed and variable compensation:

- Overall compensation shall be subject to periodic reviews which takes into account data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Company's performance and the economic environment.

- Employees may be eligible for ESOPs as per the ESOP scheme approved by the Shareholders and in force from time to time. The objective of the ESOP is to reward the Eligible Employees, for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

8. COMMITTEE MEMBERS INTEREST

8.1. A member of the NRC is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.

8.2. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.

9. ADOPTION, CHANGES AND DISCLOSURE OF INFORMATION

9.1. This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NRC.

9.2. This Policy may be reviewed at such intervals as the Board or NRC may deem necessary.

9.3. Such disclosures of this Policy as may be required under the Act and SEBI Listing Regulations may be made.

10. DISSEMINATION OF POLICY

This Policy shall also be posted 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.

11. BOARD EVALUATION

The Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out by the Committee or by an independent external agency and review its implementation and compliance by devising a Board Evaluation Policy.

12. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Companies Act, SEBI Listing Regulations or any other statutory enactments or rules as maybe applicable, the provisions of the Companies Act, the SEBI Listing Regulations or any other such statutory enactments or rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

****

Version Control:

Sr. No.	Version No.	Date of approval
1	V-1	29th July 2026