

CP CAPITAL

NOMINATION AND REMUNERATION POLICY

Document Control:

Policy Owner	Chairman, Board of Directors
Approved By	Board of Directors
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CP CAPITAL LIMITED

(Formerly Known as Career Point Limited)

Registered Office: Village Tangori, Banur, Mohali, Punjab-140601

Corporate Office: CP Tower-1, Road No.-1, IPIA, Kota, Rajasthan-324005

Ph: +91-744-3559282 **Website:** www.capital.in **E-mail:** info@capital.in **CIN:** L64990PB2000PLC054497

-:TABLE OF CONTENTS:-

Sr. No.	Particular in English	Page no
1	Introduction	3
2	Regulatory Requirement:	3
3	Definitions	3
4	Objective	5
5	Constitution of the Nomination and Remuneration Committee	6
6	Role of Committee	6
7	Appointment/Re-appointment and Removal of Director, KMP and SMP	8
8	Meetings of the Committee	12
9	Nomination Process	13
10	Remuneration to Directors/KMP/SMP	14
12	Review	15

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1. Introduction:

CP Capital Limited (erstwhile Career Point Limited) (hereinafter referred as “**the Company**” or “**CPCAP**”) a Non-Banking Financial Company (‘NBFC’) holding a valid Certificate of Registration (“CoR”) with Reserve Bank of India (‘RBI’) vide registration no. B-10.00318 dated April 01, 2025, classified as NBFC - Investment and Credit Company (“NBFC-ICC”) under NBFCs-Base Layer (“NBFCs-BL”) as per Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2025, with more than twelve (12) years of experience in asset finance business.

2. Regulatory Requirement:

The Nomination, Remuneration and Compensation Policy is being formulated in compliance with following:

- a. Section 178 of Companies Act 2013 (herein after referred as “**Act**”) read along with the applicable rules thereto, as amended from time to time.
- b. The Reserve Bank of India (Non-Banking Financial Companies- Governance) Directions, 2025, (as amended from time to time) dated November 28, 2025 to the extent of Provisions applicable to a Base layer NBFC.
- c. Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d. Any other applicable provisions/clauses/laws/circulars/guidelines/ as may be applicable from time to time.

This Policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) of CPCAP, has been reviewed and approved by the Board of Directors of the Company. This policy shall act as guidelines on matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management.

3. Definitions:

Unless otherwise stated, capitalised terms used in this Policy have the meanings ascribed to them hereunder:

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- a. **‘Act’** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- b. **‘Board’** means Board of Directors of the Company.
- c. **‘NRC/the Committee’** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Companies Act, 2013, Reserve Bank of India (Non-Banking Financial Companies- Governance) Directions, 2025, (as amended from time to time) dated November 28, 2025 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d. **‘Company’** means CP Capital Limited (formerly known as Career Point Limited).
- e. **‘Directors’** means directors of the Company.
- f. **‘Independent Director’** means a Director referred to in Section 149(6) Act, rules framed there under and Regulation 16(1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- g. **‘Key Managerial Personnel (KMP)’** means:
 - I. the Managing Director or Chief Executive Officer or manager
 - II. Whole-time Director
 - III. the Company Secretary;
 - IV. the Chief Financial Officer; and
 - V. Any other person as defined under the Act from time to time.
- h. **‘Senior Management or Senior Management Personnel’** or **‘SMP’** shall derive the meaning from Section 178 of the Act as amended from time to time and Regulation 16(1) (d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- i. **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

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- j. **“Applicable Laws”** means the Companies Act, 2013 (**‘the Act’**) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**‘SEBI Listing Regulations’**), Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and shall include any amendment thereto, applicable Secretarial Standards issued by the Institute of Company Secretaries of India (**‘ICSI’**) from time to time and includes any other statute, law, standards, regulations, directions or other governmental instruction relating to Corporate Governance Guidelines;

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. Objective:

This objective of the policy is to ensure that:

- 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 reports 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.
- d. To formulate criteria for evaluation of performance of Chairman, Independent Directors, Board as a whole and the Committees of the Board.
- e. To formulate the criteria for determining qualifications, positive attributes and independence of a directors and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel.
- f. To assist the Board in fulfilling responsibilities.
- g. To retain, motivate and promote talent and to ensure their sustainability and create competitive advantage.
- h. To implement and monitor policies and processes regarding principles of corporate governance.

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- i. To provide to Key Managerial Personnel and Senior Management, rewards linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- j. To devise a policy on diversity of board of directors;

5. Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/reconstitute the Committee from time to time in order to make it consistent with the company's policies and applicable statutory requirements. As per Regulation 19 of Listing Regulations the committee shall consist of a minimum of three directors, out of which at least two-thirds of the Directors shall be independent directors. All the directors of the committee shall be non- executive directors.

The Chairperson of the Committee shall be an Independent Director. Provided that the chairperson of the company, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.

The quorum for 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 in attendance).

Further details of members of the Committee shall be disclosed in the Annual Report.

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

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and Listing Regulations and such other applicable statutory requirements.

6. Role of Committee:

The roles and responsibilities of the committee in accordance with the provisions of Section 178 of the Companies Act, 2013, Schedule II part D of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations) 2015, and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 bearing reference no. RBI/DOR/2025-26/344 DOR.GOV.REC.No.263/18-10-013 /2025-26 dated November 28, 2025 shall include the following:

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- A. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- B. for appointment of independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
 - a. use the services of an external agency, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- C. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- D. devising a policy on diversity of board of directors
- E. 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 the board of directors their appointment and removal;
- F. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- G. the Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that –
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting

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short and long term performance objectives appropriate to the working of our Company and its goals.

- H. frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
- I. performing such other activities as may be delegated by the Board or specified or provided under the Companies Act or the SEBI LODR Regulations, and the rules and regulations made thereunder or other applicable law, including any amendments thereto as may be made from time to time.

7. Appointment/Re-appointment and Removal of Director, KMP and SMP:

A. Appointment/Re-appointment criteria and qualifications:

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. The Company shall appoint/ re-appoint Managing Director/Whole-time Director/Manager in compliance with the provisions of the Companies Act, 2013, guidelines issued by Reserve Bank of India and other Regulatory Authorities from time to time. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years.

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Provided that the term of the person holding this position may be extended beyond the age of seventy five 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 seventy years.

- d. Pursuant to Listing Regulations, the company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a prior 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.

B. Terms and Tenure:

- a. **Managing Director / Whole-time Director / Manager (Managerial Person):** - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time or as may be prescribed under the Act. No re-appointment shall be made earlier than one year before the expiry of term.

Pursuant to Listing Regulations, the company shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a Manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. If such appointment or re-appointment of a person to the board of directors or as a manager is subject to approval of regulatory, government or statutory authorities, then the time taken to receive such approvals shall be excluded for this purpose. The requirements specified in this provision shall not be applicable to appointment or re-appointment of a person nominated by a financial sector regulator, Court or Tribunal to the board of the listed entity. Further, the appointment or a re-appointment of a person, including as a managing director or a whole-time 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. 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 reappointment of such a person earlier

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rejected by the shareholders shall contain a detailed explanation and justification by the Nomination and Remuneration Committee and the Board of directors for recommending such a person for appointment or re-appointment.

Pursuant to Listing Regulations, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be. Further, the requirement specified in this sub-regulation shall not be applicable to the Whole-Time Director, Managing Director, Manager, Independent Director or a Director retiring as per the sub-section (6) of section 152 of the Companies Act, 2013, if the approval of the shareholders for the reappointment or continuation of the aforesaid directors or Manager is otherwise provided for by the provisions of these regulations or the Companies Act, 2013 and has been complied with. Further, the requirement specified in this sub-regulation shall not be applicable to the director appointed pursuant to the order of a Court or a Tribunal or to a nominee director of the Government on the board of a listed entity, other than a public sector company, or to a nominee director of a financial sector regulator on the board of a listed entity. Further, the requirement specified in this sub-regulation shall not be applicable to a director nominated by a financial institution registered with or regulated by the Reserve Bank of India under a lending arrangement in its normal course of business or nominated by a Debenture Trustee registered with the Board under a subscription agreement for the debentures issued by the listed entity.

- b. **Independent Director:** - As per the provisions of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment shall be made in the Board's report. An independent director shall not hold office for more than two consecutive terms but shall be eligible for appointment after the expiration of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

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As per Listing Regulations, an Independent Director who resigns from the Company shall not be appointed as an Executive Director or Whole-time Director on the Board of the Company, its holding, subsidiary or associate company, or on the Board of any company belonging to the Company's promoter group, unless a period of one year has elapsed from the date of such resignation.

- c. **KMP and SMP:** - Upon recommendation of Nomination and Remuneration Committee and based on the criteria laid down by said committee for appointment of the KMPs or SMPs for such period and on such term as may be approved by the Board or as per criteria approved by the board, respectively.

C. Performance Evaluation:

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

The performance evaluation shall be carried out as given below:

Performance Evaluation by	Of Whom
Nomination and Remuneration Committee	Every Director's performance
Board of Directors	→ All Directors and Board and Committees as a whole → All Independent Directors excluding the Director being evaluated
Independent Directors	Review the performance of Non-independent Directors and Chairperson of the Company

The Committee shall carry out evaluation of performance of every Director at regular intervals (yearly).

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Evaluation of all the SMPs and KMPs (other than Board members) shall be carried out in accordance with the Key Performance Indicators (“KPI”) defined and agreed to in this regard, in the manner as deemed fit by the Board/Committee.

D. Retirement:

The Director, KMP and SMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing HR policy of the Company. The Board will have the discretion to retain the Director, KMP, SMP in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to necessary compliances.

E. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or as per the employment agreement (if any) the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

8. Meetings of the Committee:

The meeting of the Committee shall be held at regular intervals as deemed fit and appropriate. However, the Nomination and Remuneration Committee shall meet at least once in a financial year. The Company Secretary of the Company shall act as the Secretary of the Committee. The Chairman of the Committee or in his absence any other member of the Committee authorized by him on his behalf shall attend general meetings of the Company.

A member of the Committee is not entitled to participate in the discussions when his/her remuneration is discussed at a meeting or when his/her performance is being evaluated or any other matter in which his/her interest is involved directly/indirectly and the Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee. Minutes of Committee meetings shall be recorded and signed by the Chairperson of the meeting and circulated/tabled at the subsequent Board and Committee meeting.

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9. Nomination Process:

- a. The Nomination & Remuneration Committee shall be responsible to review the structure, composition and diversity of the Board and make recommendations to the Board on any proposed changes/ new appointments to complement the Company's objectives and strategies.
- b. The Committee shall ensure that the Board has appropriate skills, professional knowledge, characteristics and experience in diverse fields like finance, banking, insurance, economics, corporate laws, administration, etc. required as a whole and by its executive directors, non- executive directors and independent directors in their individual capacity.
- c. The Committee may on annual basis review the appropriate skills, knowledge and experience required for the Board as a whole and its individual Directors.

REMUNERATION DUTIES:

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

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

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10. Remuneration to Directors/KMP/SMP:

A. Remuneration to Managerial Person, KMP and SMP:

The remuneration to Managerial Person, KMP and SMP needs to be reasonable, recognizing all relevant factors including adherence to statutory requirements and industry practices.

a. Fixed pay:

Managerial Person, KMP and SMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act, the rules made there under, Master Directions and RBI guidelines for the time being in force.

All the fixed items of remuneration, including the perquisites and contributions towards superannuation/retiral benefits, may be treated as part of fixed pay. All perquisites that are reimbursable may also be included in the fixed pay so long as there are monetary ceilings on these reimbursements. Monetary equivalent of benefits of non-monetary nature (such as free furnished house, use of company car, etc.) may also be part of fixed pay.

b. Variable Pay:

The Company may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board/Company. The amount payable shall be based on performance against pre-determined financial and non-financial metrics. Such metrics and their relation to remuneration packages shall be clearly defined at the beginning of the performance measurement period to ensure that the employees perceive the incentive mechanism.

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B. Remuneration to Non-Executive & Independent Directors:

- a. The Non-Executive Directors and Independent Directors of the Company are entitled to sitting fees as may be recommended by Nomination and Remuneration Committee and approved by the Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Regulations.
- b. The expenses for attending the Board/Committee/general meetings including the travelling, boarding and lodging expenses shall be reimbursed by the Company.
- c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d. Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration, and following conditions shall be satisfied:
 - I. The Services are rendered by such Director in his capacity as the professional; and
 - II. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession

11. Review of the Policy:

This Policy shall be reviewed by the Nomination and Remuneration Committee (“Committee”) as and when any changes are to be made in the Policy. Any changes or modification in the Policy as recommended by the Committee shall be presented to the Board for their approval.

If at any point a conflict of interpretation / information between the policy and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities (“Regulatory Provisions”) arises, then interpretation of the Regulatory Provisions shall prevail.

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In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the policy shall stand amended accordingly from the effective date specified as per the Regulatory Provisions.

Approved by the Board of Directors of CP Capital Limited.

Chairman's Signature:

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