

**GACM TECHNOLOGIES LIMITED**

***GACM TECHNOLOGIES LIMITED***  
***Nomination and Remuneration***  
***Policy***

**REGISTERED OFFICE:** KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016,  
Telangana, India.

**CIN:** L67120TG1995PLC020170

**WEBSITE:** <https://www.gacmtech.com/> **EMAIL ID:** [cs@gacmtech.com](mailto:cs@gacmtech.com)

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## **1. INTRODUCTION:**

The only vital value an enterprise has is the experience, skills, innovativeness, and insights of its employees. GACM Technologies Limited (the “Company”) believes in transparency in evaluating the performances of its Directors, Key Managerial Personnel’s (KMPs) and Senior Management of the Company and paying equitable remuneration to them. The Company recognizes its Directors, Key Managerial Personnel (KMP) and Senior Management as an invaluable asset.

In terms of the provisions of the Companies Act, 2013 and the Listing Agreement (as amended from time to time), this policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors (“**Board**”).

## **2. OBJECTIVES OF THE POLICY:**

The Key objectives of the Policy would be:

Identifying persons who are qualified to become Directors, key managerial Personnel, Senior Management Personnel in accordance with the criteria laid down in the Companies Act and the Policy, and recommend to the Board for their appointment and removal and carrying out evaluation of every Director’s performance (including independent Directors);

(ii) guide the Board of Director in relation to appointment and removal of Directors, Key Managerial Personnel, Senior Management Personnel and other employees as may be prescribed under the Act.

(iii) specifying the manner for effective evaluation of the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

(iv) recommend to the Board on Remuneration payable to the Directors, KMPs, Senior Management employees as may be prescribed under the Act;

(v) retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;

(vi) to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation;

(vii) to ensure that the remuneration to Directors, Key Managerial Personnel and Senior Management Personnel of the Company 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;

(viii) to recommend to the Board, all remuneration, in whatever form, payable to Senior Management Personnel;

(ix) develop a succession plan for the Board and to regularly review the plan;

(x) to devise a policy on diversity of the Board of Directors; and

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(xi) 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 and rules thereunder and the SEBI Listing Regulations, whenever applicable.

## **3. DEFINITIONS:**

- a) **'Act'** means the Companies Act, 2013 and the rules framed thereunder as amended from time to time.
- b) **'Board of Directors'** or **'Board'** in relation to a company, means the Board of Directors of the Company.
- c) **'Director'** means Directors of the Company
- d) **'Independent Director'** means an independent director referred to in sub-section (5) of section 149 of Companies Act, 2013.
- e) **'Key Managerial Personnel'** means
  - Managing Director, or Chief Executive Officer or Manager and in their absence a Whole-Time Director;
  - Chief Financial Officer;
  - Company Secretary; and
  - Such other officer as may be prescribed.
- f) **'Policy'** means Nomination and Remuneration Policy of the Company.

**'Senior Management'** mean the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

## **4. ROLE OF THE COMMITTEE:**

The Committee shall:

- a) Identify persons who are qualified to become Directors and Key Managerial Personnel and Senior Management;
- b) Recommend to the Board appointment and removal of Directors, KMP and Senior Management Personnel;
- c) Formulate the criteria for determining qualifications, positive attributes, and independence of a director;
- d) Specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the NR & HR Committee or by an independent external agency and review its implementation and compliance;
- e) Formulate a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees of the Company;

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- f) Review, monitor and make recommendations to the Board of Directors on the HR Policy of the Company. This will include framing of rules and regulations and changes therein relating to recruitment, promotion, deputation and other conditions of service in respect of below Board level employees, wage structure, scale of pay and other benefits of the employees and any changes therein, increment policy, variable pay policy, performance evaluation methodology, organization chart including manpower planning and any other references made by the Board from time to time;
- g) Review any external evaluations of the human resources strategy and policies of the Company pertaining to any of the areas set out in (f) above, and report to the Board its findings and recommendations on such issues;
- h) Review, monitor and recommend to the Board of Directors on the variable pay policy, if any and any other benefits of the officers on deputation from SBI to the Company; i) Deal with any other matters as may be required and delegated to it by the Board of Directors from time to time, under any statutory or regulatory requirements.

## **5. APPLICABILITY OF THE POLICY:**

This Policy is applicable to:

- a) Directors viz. Executive, Non-executive and Independent
- b) Key Managerial Personnel
- c) Senior Management Personnel

## **6. NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY**

The Board of Directors of the Company have constituted the Committee to be known as the Nomination and Remuneration Committee consisting of three or more Non- Executive Directors out of which not less than one-half are Independent Directors. The Chairman of the Committee is an Independent Director. The Chairman of the Company (whether executive or nonexecutive) may be appointed as member of the Nomination and Remuneration Committee but shall not Chair such Committee.

## **7. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT:**

### **I. APPOINTMENT AND QUALIFICATION CRITERIA:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level 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 shall have the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- c) Appointment of Independent Directors is subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules made

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thereunder.

- d) The Company shall not appoint or continue employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy 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.

## II. TERM/TENURE:

- a) Managing Director/Whole-time Director/Manager:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-Time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry 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.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

## III. EVALUATION:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

## IV. REMOVAL:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act,

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rules and regulations.

## V. RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 8. POLICY FOR REMUNERATION TO DIRECTORS, KMP AND SENIOR MANAGEMENT

### I. REMUNERATION TO MANAGING/WHOLE-TIME / EXECUTIVE / MANAGING DIRECTOR, KMP AND SENIOR MANAGEMENT:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### II. REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

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.

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 for the purposes mentioned above if the following conditions are satisfied:

- The Services are rendered by such Director in his capacity as the professional nature; and
- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### III. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

The remuneration to Key Managerial Personnel and Senior Management shall

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consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and in accordance with the Company's Policy. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time. The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

## **9. COMPLIANCE**

Any changes in the management including the Board of Directors and/or Key Managerial Personnel of the Company, shall be communicated to the relevant authority within the timeline prescribed under the applicable law, if any.

## **10. REVIEW AND AMENDMENT IN POLICY:**

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. The Company shall reserve the rights to make amended to the Policy from time to time as it deems fit in accordance with the applicable laws, rules and regulations for the time being in force.

Sr. No.	Particulars	Details
1.	Approved by	Board of Directors
2.	Last Amended & Effective Date	12-11-2025
3.	Authorized Person	Mr. Jonna Venkata Tirupati Rao

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