

**PAVING PROGRESS
ACROSS EVERY MILE**



J Infratech Limited

(Formerly known as Jandu Construction India Pvt. Ltd.)



NOMINATION AND REMUNERATION POLICY

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[Under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**This Policy is Approved and Adopted by Board of Directors on 24th
August, 2026**



01 PREAMBLE & OBJECTIVE

In compliance with Section 178(3) of the Companies Act, 2013, as amended 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 (“**Listing Regulations**”), the Board of Directors of J Infratech Limited (the “**Company**”) has adopted this Nomination and Remuneration Policy (the “**Policy**”).

J Infratech Limited believes that an enlightened board of directors of the Company (“**Board**” or “**Board of Directors**”) consciously creates a culture of leadership to provide a long-term policy approach to improve the quality of governance. Towards this, the Company ensures constitution of Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

The Company recognizes the importance of independence of directors in achieving the effectiveness of the Board. It aims to have an optimum combination of executive, non-executive and independent directors.

The primary objective of this Policy is to:

- Formulate the criteria for determining qualifications, positive attributes, and independence of a Director.
- Ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain, and motivate Directors, Key Managerial Personnel (KMP), and Senior Management Personnel (SMP) of the quality required to run the Company successfully.
- Establish a robust framework for Board diversity and leadership succession planning, particularly mitigating operational risks inherent in the infrastructure sector.

02 DEFINITIONS

“**Act**” shall mean the Companies Act, 2013, as amended and the rules framed thereunder.

“**Board**” shall mean the Board of Directors of the Company.

“**Committee**” or “**NRC**” means the committee constituted by the Company’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013.

“**Key Managerial Personnel (KMP)**” means

- (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 is in whole-time employment, designated as key managerial personnel by the Board; and



(vi) such other officer as may be prescribed under the Companies Act, 2013.

“Senior Management Personnel (SMP)” shall mean the officers and personnel of the Company as designated so or who are members of its core management team, excluding the Board of Directors, and shall also comprise 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 company secretary

and the chief financial officer.

03 CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 and other applicable provisions, if any, of the Companies Act and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee of the Company will be constituted as hereunder:

- a) The Board shall determine the membership of the Committee.
- b) The Committee shall comprise of at least three members, all of whom shall be non-executive directors, and at least two-thirds of whom shall be independent directors.
- c) One of the independent directors shall be designated by the Board to serve as the Committee's chairperson.
- d) The chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Committee but shall not chair the Committee.
- e) The quorum for a 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. The Committee shall meet at least once in a year.

04 FIT & PROPER CRITERIA

The NRC is responsible for identifying and evaluating persons who are qualified to become directors or senior management personnels. The committee shall apply the following “fit and proper” criteria:

- **Integrity & Track Record:** The candidate must possess the highest standards of personal and professional ethics. They must not have been debarred by SEBI, MCA, or any statutory authority, nor be classified as a willful defaulter by any financial institution.
- **Competence & Experience:** The candidate must possess adequate qualifications, expertise, and experience relevant to the Company's business operations.
- **Conflict of Interest:** The candidate must not have any material pecuniary relationship or business conflict (e.g., undisclosed stakes in vendors, sub-contractors, or competitors) that could compromise their independent judgment.



05 BOARD DIVERSITY

- **Objective & Scope**

The Company believes a diverse Board enhances decision-making and sustainable development. This policy applies specifically to the Board of Directors and sets the framework for its composition.

- **Diversity Criteria**

The Nomination and Remuneration Committee (“NRC”) shall ensure that the Board comprises of individuals with a mix of:

- I. **Functional Expertise:** A balanced representation of professionals from civil engineering, technical engineering, project finance, corporate law, risk management, and public policy.
- II. **Gender Diversity:** The Board shall have at least one Woman Director at all times. Subject to applicable SEBI Listing Regulations thresholds, the Board shall ensure the appointment of an Independent Woman Director.
- III. **Independence:** The Board shall maintain an optimum mix of Executive and Non-Executive Directors, ensuring that at least fifty percent (50%) of the Board comprises Non-Executive Directors, with the requisite proportion of Independent Directors as mandated by law.
- IV. **Industry Experience:** Significant background in infrastructure, real estate, or large-scale project management.
- V. **Personal Attributes:** Variations in age, ethnicity, and educational background to foster broad perspectives.

06 SUCCESSION PLANNING

To mitigate transition risks and ensure business continuity, the NRC shall oversee the Company’s leadership pipeline through a dual-tiered approach:

- **Board & KMP Level (Emergency & Planned):** The NRC shall maintain an emergency succession protocol for sudden vacancies (e.g., severe illness, sudden resignation) in the roles of MD, CEO, CS and CFO, alongside a planned transition strategy for retirements.
- **Operational Leadership Level:** The NRC, in consultation with the Managing Director, shall identify and groom internal talent for critical operational roles, including Regional Heads, Project Directors, and core engineering leads.

07 APPOINTMENT

The nomination and remuneration committee (“NRC”) shall identify suitable persons for appointment and recommend their appointment to the Board along with the terms of appointment and remuneration. The Board will consider the recommendations and approve the appointment and remuneration, subject to the approval of the shareholders of the Company. The appointment of chief financial officer, company secretary, other KMPs, and Senior Management Personnel (including terms and remuneration) shall be approved by the Board on the recommendation of NRC. NRC shall also recommend appointments of non-executive and independent directors to the Board, which will approve them in accordance with applicable



laws and, where required, subject to shareholder approval. The appointment of independent directors shall be formalized in accordance with the applicable laws.

1.1. Appointment of independent director

(i) The NRC shall assess the independence of Directors at the time of appointment / reappointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a director.

(ii) The criteria of independence shall be as laid down in the Companies Act, 2013 and other relevant laws, if any, as amended from time to time.

(iii) The Independent directors shall abide by the “code for independent directors” as specified in Schedule IV to the Companies Act, 2013.

08 REMUNERATION FRAMEWORK

The remuneration strategy aims to strike a balance between fixed and incentive pay, reflecting short-term and long-term performance objectives.

1.2. Remuneration of Executive Directors and KMPs:

- The remuneration shall consist of Fixed Pay (base salary, allowances, perquisites) and Variable Pay (performance-linked incentives/bonus).
- Any revision in the remuneration of Executive Directors shall be recommended by the NRC and approved by the Board, subject to the approval of the shareholders within the limits prescribed under Schedule V of the Act.
- The Nomination and Remuneration Committee shall ensure that the remuneration payable to managerial personnel is in accordance with the provisions of Chapter XIII (Sections 196 to 203) read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1.3. Remuneration of Non-Executive and Independent Directors (NEDs/IDs):

- **Remuneration:** Remuneration / Commission The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The sitting fee paid to Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.
- **Commission:** Limit of Remuneration / Commission Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company or 3% of the net profits, if there are no managing or whole time directors, computed as per the applicable provisions of the Companies Act, 2013, NEDs/IDs may be paid a commission based on their contribution, committee chairmanships, and attendance.



- **Stock Options:** In strict compliance with the Act, Independent Directors shall not be entitled to any stock options (ESOPs) of the Company.

1.4. Remuneration of SMPs and Other Employees:

The Managing Director/CEO, in alignment with the HR department, shall determine the remuneration of SMPs and other employees based on industry benchmarks, individual performance, role complexity, and the Company's overall financial health.

1.5. Limits on Directorships and Committee Memberships

To ensure that Board members and Key Managerial Personnel (KMPs) devote sufficient time, energy, and objective oversight to their professional obligations towards the Company, the following statutory limits shall strictly apply:

- **Maximum Directorships:** A Director shall not hold the office of a director in more companies (including public companies) than the maximum limits prescribed under **the Companies Act, 2013**, as amended from time to time.
- **Limits for Independent & Executive Directors:** A Director shall not serve as an Independent Director in more listed entities than the maximum number prescribed under **Regulation 17A of the Listing Regulations**.

***Note:** Stricter statutory limits shall apply if the Director is serving as a Whole-Time Director or Managing Director in any listed entity. The Board shall rigorously ensure that no conflict of interest arises from an Independent Director serving on the board of another listed entity.*

- **Limits on Committee Memberships:** A Director shall not serve as a member or act as the Chairperson in more Committees across all public limited companies than the maximum limits prescribed under the Listing Regulations.

Calculation Matrix: For computing this limit, the inclusion of specific committees (such as the Audit Committee and Stakeholders' Relationship Committee) and the exclusion of specific entities (such as private limited companies and Section 8 companies) shall be determined strictly in accordance with the provisions of the Listing Regulations.

***Note on KMP Directorships:** A Whole-Time KMP of the Company shall not hold office in more than one company at the same time, except in its subsidiary company, strictly in accordance with Section 203 of the Act.*

09 PERFORMANCE EVALUATION

The NRC shall lay down the evaluation criteria for the annual performance review of the Board, its Committees, and individual Directors (including Independent Directors). The evaluation of Independent Directors shall be done by the entire Board, excluding the Director being evaluated.

10 REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder



or under any other applicable act, rules and regulations, the NRC may recommend, to the Board with reasons recorded in writing, removal of a managing director / executive director / whole time director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations made thereunder.

11 RETIREMENT

The managing director / executive director / whole time director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the managing director / executive director / whole-time director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to such approvals as may be required in this regard.

12 COMPLIANCES

The terms/ process of appointment/ re-appointment and remuneration of the directors and other employees covered under the Policy shall be governed by the provisions of the act, rules, Listing Regulations, other applicable laws and policies and practices of the Company.

13 POLICY AMENDMENT

In the event of the Policy being inconsistent with any new regulatory provision, such regulatory provision shall prevail upon the corresponding provision of this policy, and the policy shall be construed to be amended accordingly from the effective date of such provision. The Company reserves its right to alter, modify, add, delete, or amend any or all of the provisions of the Policy as it may deem fit or in accordance with the guidelines and regulations issued by Securities and Exchange Board of India or any other statutory authority.

14 REPORTING AND DISCLOSURE

As prescribed by the Listing Regulations, this Policy shall be disclosed on the Company's website, and a web link thereto shall be provided in the Annual Report.





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