



Capfin India Limited

Regd. Office: 6th Floor, VB Capitol Building, Range Hills Road, Opp. Hotel Symphony,
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CAPFIN INDIA LIMITED

POLICY ON NOMINATION, REMUNERATION AND BOARD DIVERSITY



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1. INTRODUCTION:

This Policy on Nomination, Remuneration and Board Diversity (the “Policy”) provides a structured framework for ensuring effective governance in relation to the appointment, remuneration, and evaluation of Directors, Key Managerial Personnel, and Senior Management Personnel. The Policy further aims to promote a balanced and diverse Board composition, enabling effective oversight, sound decision-making, and alignment with the Company’s long-term objectives.

2. OBJECTIVE:

The objective of this Policy is to provide a transparent and effective framework for the nomination, appointment, remuneration and evaluation of Directors, Key Managerial Personnel and Senior Management Personnel, while recognizing the importance of a diverse Board in enhancing the quality of decision-making and corporate governance. The Policy seeks to ensure that the Board comprises individuals with an appropriate balance of skills, experience, expertise, industry knowledge, integrity, independence, gender and other diverse attributes, so as to enable the Board to discharge its functions effectively and provide strategic guidance to the Management in alignment with the Company’s business objectives and long-term growth.

3. REGULATORY FRAMEWORK:

This Policy is formulated in accordance with 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 from time to time, and thereafter with Section 178 of the Companies Act, 2013 and the rules made thereunder, along with other applicable laws, rules, regulations, and guidelines governing nomination, remuneration, and board diversity.

4. DEFINITIONS:

“**Nomination and Remuneration Committee**” or “**Committee**” means the Committee of the Board constituted/re-constituted under the regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013 as in force from time to time.

“**Board of Directors**” or “**Board**” means the Board of Directors of Capfin India Limited, as constituted/re-constituted from time to time.

“**Company**” means Capfin India Limited.

“**Policy**” or “**this Policy**” means Policy on Nomination, Remuneration and Board Diversity.

“**Key Managerial Personnel (KMP)**” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;



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5. BOARD DIVERSITY:

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- Decisions pertaining to recruitment and remuneration of the directors will be based on their performance and competence; and
- For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

Gender: The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one-woman director on the Board.

Ethnicity: The Company shall strive to maintain the boardroom that reflects diversity across all ethnic backgrounds, enabling the directors to efficiently contribute their extensive knowledge, sources and insights for the advancement of Company's business;

Educational qualification: The Board should comprise members with diverse educational qualifications, expertise, and sufficient experience in areas such as finance, accounting, economics, legal and regulatory affairs, corporate governance, environmental sustainability, green technologies, business operations, and other disciplines relevant to the Company's activities.

6. CRITERIA FOR APPOINTMENT OF DIRECTOR:

A. Qualifications for appointment of Directors:

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.



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- Their industry experiences.
- Appropriate other qualification/experience to meet the objectives of the Company.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

B. Positive attributes of Directors:

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI Listing Regulations as amended from time to time.

C. Independence of Directors

In case of appointment/ re-appointment of an Independent Director, the following additional criteria shall be considered by the Committee:

- He/ she meets the criteria of "independence" as set out in the relevant provisions of the Act, SEBI Listing Regulations and other laws applicable to the Company.
- He/ she does not hold any Board/ employment position with a competitor having its presence in the geographies in which Company operates. However, the Board may in special circumstance waive this requirement.

The re-appointment/ extension of term of Directors of the Company shall be on the basis of their performance evaluation report. For the purpose of identification of suitable candidates, the Committee may use the services of external agency(ies), if required.



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7. ATTRIBUTES FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT:

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

8. POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short- and long-term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:
 - Responsibilities and duties;
 - Time and efforts devoted;
 - Value addition;
 - Profitability of the Company and growth of its business;
 - Analysing each and every position and skills for fixing the remuneration yardstick;



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- Remuneration Policy of Capfin India Limited
 - Standards for certain functions where there is a scarcity of qualified resources.
 - Ensuring tax efficient remuneration structures.
 - Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
 - Other criteria as may be applicable.
 - Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
 - Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

9. REVIEW OF THE POLICY:

The Nomination and Remuneration Committee shall review the policy from time to time, to ensure the effectiveness of the Policy. The Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

10. AMENDMENT TO THIS POLICY

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

11. DISCLAIMER

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the Law, rule, regulation or standard.

This Policy is lastly amended as per the recommendations of the Nomination and Remuneration Committee in meeting held on May 11, 2026 and approved by the Board of Directors at its meeting held on May 11, 2026.
