Annexure – 4

POLICY ON NOMINATION AND REMUNERATION

Introduction:

The Nomination & Remuneration Policy ("Policy") of KCL Infra Projects Limited ("KCL or Company") is formulated under the provisions of section 178 of the Companies Act, 2013 and under regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time.("Listing Regulations").

The policy is intended to set out the criteria to pay remuneration of the Key Managerial Personnel (KMP), Directors and other Senior Management officials and other employees of the company on a fair and equitable basis without any discrimination on any grounds and to harmonize and sync the aspirations of Human Resources with the goals of the Company.

Objective and Purpose:

The objectives and purpose of this Policy are:

i. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (executive/non-executive/ independent) of the Company;

ii. To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company ("Board").

iii. To lay down the policies and procedures for the annual performance evaluation of the directors individually (including executive/non-executive/independent) and also of the Board of Directors as a whole and also including committees.

Definition:

a)'**Board** 'means Board of Directors of the Company.

b)'**Directors**' mean directors of the Company.

c)**'Committee'** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.

d)**'Company'** means KCL Infra Projects Limited.

e)**'Independent Director'** means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules framed there under.

f)**'Key Managerial Personnel** (**KMP**)'means

• the Managing Director or Chief Executive Officer or manager

• Whole-time Director

• the Company Secretary;

• the Chief Financial Officer; and

• Any other person as defined under the Companies Act, 2013 from time to time.

g)**Senior Management** means officers/personnel of the Company who are members of its core management team. The core management team includes Chief Executive Officer, Managing Director, Chief Operating Officer &Whole-time Director, Presidents, Group General Counsel, Head-HRD, Chief Financial Officer and Company Secretary.

(1) Ratio of the remuneration of each Director to median remuneration of the employees of the Company for the financial year ended 31st March,2025:

Name of the Directors	Ratio of Director's Remuneration to the median remuneration of the employees of the Company for the Financial Year
Mohan Jhawar*	7.15 :1

The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Name of the Directors/KMP	Percentage increase in Remuneration in the Financial Year
Mohan Jhawar	0%
Sunny Khande	12.90%
Shivani Gupta	30.84%

(2) The number of permanent employees on the rolls of the company as on March 31, 2025 is 12

(3) Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase/decrease in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- Salary has been taken as actual to make the figures comparable.

(4) There is no variable component of remuneration which was availed by company to directors.

(5) Remunerations as per the remuneration policy of the company.