PYXIS FINVEST LIMITED

Annual Performance Evaluation and Nomination and Remuneration Policy

[Pursuant to Section 178 of the Companies Act, 2013]

Version 4.0

Nomination and Remuneration Policy

[Pursuant to Section 178 of the Companies Act, 2013]

Background, objective and scope

- Pyxis Finvest Limited ("Company") is a listed public company on the SME platform and a non-deposit taking Non-Banking Financial Company classified in the Base Layer.
- This Policy sets out the framework for nomination, remuneration and annual performance evaluation under the Companies Act, 2013.
- It applies to the Board, the Nomination and Remuneration Committee ("NRC"), Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees, as relevant.

Definitions

- "Act" means the Companies Act, 2013, including the rules and schedules made thereunder.
- "Board" means the Board of Directors of the Company.
- "Independent Director" means a Director meeting the requirements of Section 149(6) and Schedule IV of the Act.
- "KMP" has the meaning assigned under Section 2(51) of the Act.
- "Senior Management" means the core management team, excluding the Board, comprising personnel one level below the Executive Directors, including functional heads.

Constitution and functioning of the NRC

- The NRC shall consist of at least three Directors as per the requirements of the Companies Act 2013, of whom not less than one-half shall be Independent Directors.
- The NRC shall elect an Independent Director member as Chairperson of the Committee. The Company Secretary shall act as secretary to the NRC.
- The NRC shall meet as required. Its proceedings shall be governed by the Act, the Articles of Association and applicable Secretarial Standards.
- The Chairperson of the NRC or, in their absence, another NRC member authorised for the purpose shall attend the general meetings of the Company.

Functions of the NRC

The NRC shall:

- identify persons qualified to become Directors and persons who may be appointed in Senior Management, and recommend their appointment and removal;
- formulate criteria for determining the qualifications, positive attributes and independence of Directors;
- recommend to the Board a policy relating to remuneration of Directors, KMP and other employees;
- specify the manner for effective evaluation of the Board, its Committees and individual Directors, and review its implementation and compliance;
- consider the required balance of skills, experience, knowledge, diversity and independence on the Board;
- oversee succession planning for the Board, KMP and Senior Management; and
- perform any other function assigned by the Board or required under the Act.
- NRC recommendations shall be subject to the approvals of the Board and members, wherever required.

Appointment, reappointment and removal

- A candidate shall be assessed on integrity, qualifications, competence, relevant experience, judgment, time commitment, statutory eligibility and suitability to the needs of the Board or management.
- The NRC shall seek an appropriate mix of skills, knowledge, experience and diversity. An Independent Director must satisfy Section 149(6), Schedule IV and provide the required declarations of independence.
- Reappointment shall be based on continued eligibility, contribution, performance evaluation and applicable tenure or retirement requirements.
- Resignation, retirement and removal shall be dealt with under the Act, the Articles of Association and the terms of appointment. The NRC may recommend removal after considering the relevant facts and recording reasons.

Remuneration policy

- The remuneration framework shall ensure that:
- the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration of Directors, KMP and Senior Management balances fixed and incentive pay, reflecting short-term and long-term objectives appropriate to the Company.

Executive Directors, KMP and Senior Management

Remuneration may comprise fixed pay, benefits, retiral benefits and performance-linked pay. It shall consider the role, responsibility, qualification, experience, market practice, individual and Company performance, financial position and risk. Incentives shall not encourage excessive risk-taking and shall be subject to the approvals required under the Act and the Articles of Association.

Non-Executive and Independent Directors
Non-Executive Directors may receive sitting fees, reimbursement of expenses and commission, as approved under the Act. Independent Directors shall not be entitled to stock options.

Other employees and conflicts
- Remuneration of other employees shall be based on role, competence, performance, market practice and internal parity, within the approved authority framework.
- No person shall participate in deciding their own remuneration. Any excess or recoverable remuneration shall be dealt with in accordance with the Act.

Annual performance evaluation
- A formal evaluation of the Board, its Committees and individual Directors shall be conducted at least once in every financial year.
- The NRC shall specify the process, criteria and evaluator. Evaluation may be undertaken by the Board, the NRC or an independent external agency through questionnaires, discussions, self-assessment, peer review or a combination of these methods.

Subject	Evaluation process
Board as a whole	By the Board, with inputs from all Directors; also reviewed at the separate meeting of Independent Directors.
Committees	By the Board, considering the Committee's self-assessment and fulfilment of its functions.
Non-Independent Directors	By the Board or NRC, excluding the Director being evaluated; also reviewed by Independent Directors at their separate meeting.
Independent Directors	By the entire Board, excluding the Independent Director being evaluated.

Indicative evaluation criteria
- Board: composition, strategy, governance, risk and compliance oversight, quality of information, deliberations and decisions.
- Committees: composition, clarity of role, quality of meetings, timely discharge of functions and reporting to the Board.
- Individual Directors: attendance, preparation, knowledge, participation, judgment, integrity, conflicts of interest and contribution to the Board.
- Independent Directors: independence in form and substance, objective judgment, protection of stakeholder interests, time commitment and fulfilment of Schedule IV duties.
- Independent Directors shall hold at least one separate meeting in each financial year, without Non-Independent Directors and management, to review the performance of Non-Independent Directors and the Board as a whole and to assess the quality, quantity and timeliness of information flow.
- The performance evaluation of an Independent Director shall be carried out by the entire Board, excluding that Director. Reappointment or continuation of an Independent Director shall be based on the evaluation report.
- Evaluation records and individual feedback shall remain confidential. The Board may use the outcome for training, process improvement, Committee composition, succession planning, reappointment or continuation decisions.

Succession planning
The NRC shall review succession requirements at least annually, identify critical roles and potential successors, consider interim arrangements for unexpected vacancies and recommend development measures where required.

Disclosure
- This Policy shall be placed on the Company's website. Its salient features, changes, if any, and the web address shall be disclosed in the Board's Report.
- The Board's Report shall describe the manner in which the formal annual evaluation was conducted and shall contain the remuneration and other disclosures required under the Act and applicable rules.

Review and interpretation
The above policy was reviewed and changes approved by the Board of Directors in their meeting held on 16th March, 2026.

The Policy is available at www.pyxisfinvest.com

For Pyxis Finvest Limited

Sd/-
Uttam Bharat Bagri