

NOMINATION, REMUNERATION AND BOARD DIVERSITY POLICY

CALIFORNIA SOFTWARE COMPANY LIMITED

1. PREAMBLE

This Policy has been formulated by California Software Company Limited in accordance with the Companies Act, 2013, SEBI LODR Regulations, and corporate governance best practices to establish a governance framework relating to nomination, remuneration, and board diversity.

2. OBJECTIVES

- Identify qualified individuals for appointment as Directors and Senior Management Personnel
 - Establish transparent remuneration practices
 - Promote diversity and balanced Board composition
 - Ensure effective succession planning
 - Support long-term sustainable growth of the Company
-

3. APPLICABILITY

This Policy applies to Executive Directors, Non-Executive Directors, Independent Directors, KMPs, Senior Management Personnel, and employees where applicable.

4. DEFINITIONS

Board: Board of Directors of the Company.

Director: Director appointed on the Board.

Independent Director: Director satisfying independence criteria under applicable laws.

KMP: Managing Director/CEO, CFO, Company Secretary, Whole-time Director, and other prescribed officers.

NRC: Nomination and Remuneration Committee constituted under applicable laws.

5. ROLE OF NRC

- Identify qualified persons for Board and senior management positions
 - Recommend appointment and remuneration
 - Conduct performance evaluation
 - Review succession planning framework
 - Ensure Board diversity and governance effectiveness
-

6. BOARD DIVERSITY POLICY

The Company recognizes the importance of diversity in terms of gender, age, expertise, technology, finance, governance, global business exposure, and professional background.

7. CRITERIA FOR APPOINTMENT

- Educational qualifications
 - Professional expertise and industry experience
 - Leadership capabilities
 - Integrity and ethical standards
 - Governance and compliance knowledge
-

8. FIT AND PROPER CRITERIA

A person proposed for appointment shall possess integrity, financial soundness, ethical standards, and shall not be disqualified under applicable laws.

9. REMUNERATION PHILOSOPHY

The remuneration framework shall be based on pay-for-performance, meritocracy, market competitiveness, governance standards, and shareholder value creation.

10. REMUNERATION TO EXECUTIVE DIRECTORS

Components may include:

- Basic Salary
 - Allowances and perquisites
 - Performance incentives
 - Commission
 - ESOPs where applicable
 - Retirement benefits
-

11. REMUNERATION TO NON-EXECUTIVE & INDEPENDENT DIRECTORS

Non-Executive and Independent Directors may receive sitting fees, commission, and reimbursement of expenses subject to applicable laws.

12. REMUNERATION TO KMPs & SENIOR MANAGEMENT

The remuneration structure may include fixed salary, variable pay, incentives, retirement benefits, and long-term incentive plans linked to performance and leadership contribution.

13. VARIABLE PAY, MALUS & CLAWBACK

The Company may implement malus and clawback provisions in cases involving fraud, misconduct, financial misstatement, regulatory non-compliance, or reputational damage.

14. PERFORMANCE EVALUATION FRAMEWORK

The NRC shall formulate evaluation criteria for the Board, Committees, Directors, KMPs, and Senior Management based on governance contribution, attendance, leadership, and strategic oversight.

15. SUCCESSION PLANNING

The Company shall maintain a succession planning framework for leadership continuity and business stability.

16. ETHICAL STANDARDS & INDEPENDENCE

All Directors and KMPs shall adhere to ethical standards, maintain confidentiality, avoid conflict of interest, and comply with insider trading regulations.

17. DISCLOSURES

The Company shall disclose this Policy in Annual Reports, Corporate Governance Reports, website disclosures, and stock exchange filings where applicable.

18. IMPLEMENTATION OF POLICY

The NRC shall recommend this Policy to the Board and oversee its implementation along with the HR, Compliance, and Secretarial Departments.

19. REVIEW & AMENDMENT

This Policy shall be reviewed periodically by the NRC and Board of Directors based on regulatory and governance requirements.

20. EFFECTIVE DATE

This Policy shall come into effect upon approval by the Board of Directors of California Software Company Limited.

APPROVAL

Approved by the Board of Directors of California Software Company Limited.

Date: APRIL 10, 2026

Place: Chennai, Tamil Nadu, India

Chairman / Managing Director
Authorized Signatory