EVEREST ENGINEERING EQUIPMENT LTD

TÜV AUSTRIA CERTIFIED EN ISO 9001 Certificate No. 20100173002934 TÜV AUSTRIA CERT GMBH

CRISIL MSE 3

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CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF EVEREST ENGINEERING EQUIPMENT LIMITED HELD ON MONDAY, 13TH JULY, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 45, IDEAL TRADE CENTRE, PLOT NO - 64, SECTOR - 11, C B D BELAPUR, NAVI MUMBAI, MAHARASHTRA - 400614.

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

"**RESOLVED THAT** pursuant to Section 178 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Board be and is hereby accorded to constitute Nomination and Remuneration Committee of the Board which comprises of the following Directors as its members:

Name of the Directors	Status in Committee	Nature of Directorship
Nidhi Kumari	Chairperson	Independent Director
Ashish Sharma	Member	Independent Director
Narayanan Nandakumar Cherassery	Member	Non-Executive Director, Non-Independent Director

RESOLVED FURTHER THAT Company Secretary of the Company to act as the Secretary of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Committee shall act in accordance with the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the tenure, meeting and terms of reference specified hereunder:

A. **Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. **Meetings of the committee:** The committee shall meet as and when the need arises subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration 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 Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

C. **Scope and Terms of reference:** The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and;
   c. Consider the time commitments of the candidates.

3. formulation of criteria for evaluation of the performance of independent directors and the Board;

4. devising a policy on diversity of our Board;

5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;

6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;

8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

9. recommending to the Board, all remuneration, in whatever form, payable to senior management;

10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;

12. analyzing, monitoring and reviewing various human resource and compensation matters;

13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
    b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and

15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

RESOLVED FURTHER THAT any one of the Director of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

For Everest Engineering Equipment Limited

Everest Engineering Equipment Ltd ★ Navi Mumbai

Vasudevan Puthiyedathpushpath Ramdev
Managing Director
DIN: 06550192
R/o: R H 4 – J11,
Lane Number 4,
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