

NOMINATION AND REMUNERATION POLICY OF TONBO IMAGING INDIA LIMITED

1. Introduction

This Nomination & Remuneration Policy (“**Policy**”) of Tonbo Imaging India Limited (“Tonbo” or “Company”) is formulated under the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**Listing Regulations**”) and other applicable laws (hereinafter referred to as the “**Applicable Laws**”).

Accordingly, the board of directors of Company (“**Board**”) adopted the Policy at its meeting held on October 17, 2025, which can be amended from time to time.

2. Objective and Purpose

The objective of this Policy is to serve as a guiding charter to appoint qualified persons as directors on the Board of the Company (“**Directors**”), key managerial personnel of the Company (“**KMP**”), and in senior management positions in the Company (including personnel of the Company who are members of its core management team excluding Directors, comprising all members of management one level below the executive Directors, including the functional heads), to recommend the remuneration to be paid to them and to evaluate their performance. The purpose of this Policy is as follows:

- 2.1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a director (Whole-time/non-executive/independent) of the Company (“Director”);
- 2.2. To devise policy on diversity of the Board of Directors of the Company;
- 2.3. To evaluate every Director’s performance (including independent Directors);
- 2.4. To recommend candidates for appointment as Directors, KMP and Senior Management;
- 2.5. To establish and review succession plans of the Board of Directors of the Company (“Board”), KMP and Senior Management;



- 2.6. To recommend policy relating to appointment and removal of Directors, KMP and Senior Management.
- 2.7. To recommend policy relating to the remuneration of the Directors, KMP and Senior Management/ other employees to the Board;
- To review and approve corporate goals and objectives relevant to the compensation of the whole-time directors, evaluating their performance in light of those goals and objectives and either as a committee or together with the other independent Directors (as directed by the Board),
 - To determine and approve Whole-time Directors' compensation based on this evaluation; making recommendations to the Board with respect to KMP and Senior Management compensation and recommending incentive-compensation and equity-based plans that are subject to approval of the Board.
- 2.8. Specifying the manner for effective evaluation of performance of the Board, Directors, KMPs and persons in senior management positions to be carried out either by the Board, by the Committee (*defined below*) or by an independent external agency;
- 2.9. Assessing the independence of independent Directors;
- 2.10. Providing them rewards, linked directly to their efforts, performance, dedication and achievements relating to the Company's operations;
- 2.11. Retaining, motivating and promoting talent and to ensure long term sustainability of talented persons and create competitive advantage; and
- 2.12. Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Companies Act 2013 and rules thereunder and the Listing Regulations, whenever applicable.

3. Scope of the Policy

The policy shall be applicable to the following in the Company:

- a) Directors;
- b) KMPs; and
- c) Persons in senior management positions.

Provided,



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

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the Whole-time director;
- (iv) the Chief Financial Officer;
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as KMP by the Board; and
- (vi) such other officer as may be prescribed.

4. Constitution of the Nomination and Remuneration Committee and formulation of Policy

4.1. The Board has constituted the Nomination and Remuneration Committee (“Committee”) of the Board on October 17, 2025. The composition of the Committee is in line with the requirements under the Applicable Laws. This Policy is integral to the functioning of the Committee. Pursuant to the provisions of Section 178 and other applicable provisions, if any, of the Companies Act and Regulation 19 of the SEBI Listing Regulations, the Nomination and Remuneration Committee (“**Committee**”) of the Company will be constituted as hereunder:

- a) The Board shall determine the membership of the Committee.
- b) The Committee shall comprise of at least three members, all of whom shall be non-executive directors, and at least two thirds of whom shall be independent directors.
- c) One of the independent non-executive directors shall be designated by the Board to serve as the Committee’s Chairman.
- d) The chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Committee but shall not chair the Committee.
- e) The quorum for a meeting of the 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 Committee shall meet at least once in a



year.

4.2. While formulating this Policy, the Committee has considered the factors laid down under Section 178(4) of the Act, which are as under:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals

The Board has authority to reconstitute this Committee from time to time.

5. Definitions:

- a. **‘Board’** means Board of Directors of the Company.
- b. **‘Directors’** means 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 Infosys Limited.
- e. **‘Independent Director’** means a director referred to in Section 149(6) of the Act and rules thereunder, and Listing Regulations.
- f. **Key Managerial Personnel (‘KMP’)** means following people, which includes people identified by the Company under provisions of the Act.
 - i) the Managing Director or Chief Executive Officer or manager
 - ii) Whole-time Director



- iii) the Company Secretary;
- iv) the Chief Financial Officer; and
- v) any other person as defined under the Act from time to time

g. **Senior Management** means officers/personnel of the Company and includes;

- i) KMP
- ii) one level below the Chief Executive Officer and Managing Director who are members of the core management and functional heads
- iii) any other officer as determined by the Committee and the Board from time to time.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act and Listing Regulations as may be amended from time to time shall have the same meaning respectively assigned to them therein.

6. General

This Policy is divided into three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and removal of Directors, KMP and Senior Management; and

Part – C covers the remuneration for Directors, KMP and Senior Management

Part – A

Matters to be dealt with, perused and recommended to the Board by the Committee

The following matters shall be dealt with by the Committee:

(a) **Identification and recommendation of candidates for appointment as Directors, KMP and Senior Management:**

The Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy

and recommend to the Board their appointment and removal. In this regard, the Committee may rely on the Company's management, or external search firm(s), or a mix of both, as the Committee deems fit from time to time.

(b) Size and composition of the Board:

Periodically reviewing the size and composition of the Board to (i) have an appropriate mix of executive, non-executive and independent directors to maintain its independence and separate its functions of governance and management and (ii) ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company.

(c) Formulation of criteria and recommendation of Policy:

Formulating the criteria determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, KMP and other employees.

For every 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 for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (i) use the services of an external agencies, if required;
- (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidates

(d) Succession plans:

Establishing and reviewing succession plans of the Board, KMP and Senior Management in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management.



(e) Evaluation of performance:

- (i) make recommendations to the Board on appropriate performance criteria for the Directors.
- (ii) formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company or engage with a third-party facilitator in doing so.
- (iii) identify ongoing training and education programs for the Board to ensure that non-executive Directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

(f) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

- (a) Remuneration of whole-time Directors to be presented for shareholders' approval including severance, if any.
- (b) Individual and total remuneration of executive and non-executive Directors and the chairperson (if non-executive), including any additional fees payable for membership of Board committees;
- (c) the remuneration and remuneration policies for KMP and Senior Management including base pay, incentive payments, equity awards, retirement rights, severance pay, if any, and service contracts having regard to the need to:
 - (i) attract and motivate talent to pursue the Company's long term growth;
 - (ii) demonstrate a clear relationship between executive compensation and performance;
 - (iii) be reasonable and fair, having regard to best governance practices and legal requirements and
 - (iv) balance between fixed and incentive pay reflecting short and long-term performance objectives as appropriate for the Company and its goals.

- (d) the Company's incentive compensation and equity-based plans including a consideration of performance thresholds and regulatory and market requirements



PART – B**Policy for appointment and removal of Directors, KMP and Senior Management****(a) Appointment criteria and qualifications:**

1. The Committee shall identify, and ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
2. A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise and experience for the position he/she is considered for. The Committee shall review qualifications, expertise and experience, as well as the ethical and moral qualities possessed by such person, commensurate to the requirement for the position.
3. The Committee shall determine the suitability of appointment of a Director by assessing the proposed person against a range of criteria which includes but are not limited to:
 - Personality, skills and professional knowledge
 - Knowledge and experience relevant to the business of the Company
 - Understanding of and experience in performing his roles and responsibilities
 - Independence of judgment
 - Educational and professional qualification(s)
 - Past performance and credentials, behavior & conduct
 - Ability to work individually as well as a member of team
 - Ability to represent the Company
 - Interaction and relationship with the other members of the Board, KMPs, senior management and key stakeholders
 - Board room conduct
 - Communication skills
 - Ethics and Values



4. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.
5. The Company shall not appoint or continue the employment of any person as a whole time Director who is below the age of twenty-one years or has attained the age of seventy years. Provided that a person who has attained the age of seventy years may be appointed or his term may be extended by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.
Provided further that where no such special resolution is passed but votes cast in favour of the motion exceed the votes, if any, cast against the motion and the Central Government is satisfied, on an application made by the Board, that such appointment is most beneficial to the company, the appointment of the person who has attained the age of seventy years may be made.
6. The Company shall not appoint or continue the employment of any person as a non-executive Director who has attained the age of seventy-five years, unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
7. The Committee shall ensure that there are appropriate induction and training programs in place for newly appointed Directors and KMPs.
8. For every 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 for such role shall meet the description.
9. The Company shall appoint or continue the employment of a person as managing director/whole-time director and non-executive Director who has not attained the maximum age of retirement as prescribed under Applicable Laws.
10. A whole-time KMP of the Company shall not hold office in more than one company except



in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board.

11. The Company shall not appoint any resigning Independent Director, as whole-time director, unless a period of one year has elapsed from the date of resignation as an Independent Director
12. The term/tenure of the Directors, KMP and Senior Management/ other employees shall be in accordance with the Applicable Laws and their respective contracts/ terms of appointment (and shareholders and/or government approvals, where relevant).
13. The appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders. Provided further that the statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders, for considering the appointment or re-appointment of such a person earlier rejected by the shareholders shall contain a detailed explanation and justification by the Committee and the Board for recommending such a person for appointment or re-appointment.

(b) Removal

Due to reasons for any disqualification mentioned in the Applicable Laws, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the Applicable Laws.

(c) Retirement

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Applicable Law and relevant policies of the Company. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company, subject to approvals as required under the Applicable Laws



(d) Independence of Directors

The qualifications of Independent Directors of the Company shall be decided on the basis of criteria provided under the relevant provisions of the Companies Act including the Companies (Appointment and Qualification of Directors) Rules, 2014 and as envisaged under SEBI Listing Regulations. A declaration of independence shall be taken from each of the Independent Directors at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director.

For every 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 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 an 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.

PART – C**Policy relating to the remuneration for Directors, KMP and Senior Management****(a) General**

1. The remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval, in accordance with the requirements under the Applicable Laws.
2. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the shareholders in the case of Managing Director/ Whole-time Director.



3. Where any insurance is taken by the Company on behalf of its Directors, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to KMP and Senior Management

The pay program for KMP and Senior Management has been designed around three primary pay components: Base/Fixed Pay, Performance Bonus and Stock Incentives. These three components together constitute the “Total Rewards” of the KMP and Senior Management.

1. Base/ Fixed pay: It is guaranteed pay and paid periodically, usually monthly or bi-monthly or as per payroll policy by country/ region.
2. Performance Bonus: Cash bonus, payable on the achievement of objective and quantifiable key performance indicators (KPI) as established by the Committee.
3. Stock Incentives: Stock or equity-based incentives can be either time based or performance- based equity grants. Time based stock incentives, in the form of Restricted Stock Units (RSUs) or/and stock options, are vested based on continuation of service. Performance based stock incentives, in the form of stock options and/or RSUs, vest upon the achievement of certain performance parameters. The stock incentives are governed by the Infosys Stock Plans (as may be amended from time to time) as approved by the shareholders.

The Total Rewards for KMP and Senior Management is designed to ensure their continued alignment with organizational goals. The Committee aims to ensure that KMP and Senior Management pay is reflective of market pay, consisting of a mix of base/ fixed pay, performance bonus and stock incentives. The emphasis on stock incentives ensures alignment



with shareholders' interests, through a continued focus on the Company's sustainable, long-term performance.

(c) Remuneration to other employees

The compensation for other employees would be as per the compensation policy of the Company, as revised through the annual compensation review process from time to time and approved by the Chief Executive Officer, in consultation with the Head- HR.

(d) Minimum remuneration to Directors in the event of inadequate / no profits

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors including any managing or whole-time director or manager, or any other non-executive director, including an independent director in accordance with the provisions of Schedule V of the Act.

(e) Remuneration to the Directors

The remuneration payable to each Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of Applicable Laws.

1. Stock incentive: The Independent Directors shall not be entitled to any stock incentive of the Company.
2. The remuneration to the non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

Evaluation/ assessment of Directors

The evaluation/assessment of the Directors shall be conducted on an annual basis by the Committee. The following criteria shall assist the Committee in determining how effective the performances of the Directors have been:



1. **Vision and clarity of roles & responsibility:**

The Individual Director should have awareness of fiduciary and statutory requirements and a clearly articulated vision. This includes clarity of role as a member of the Board of the Company.

2. **Board Processes:**

The quality of board processes such as decision making (i.e. how directors ensure they are well informed to be able to make the decisions in the best interest of the Company and its stakeholders) selection and induction etc.

3. **Engagement with Management:**

How well the board engages with the management to ensure it is well supported and able to meet the needs of its members.

4. **Board dynamics:**

At the heart are the board dynamics. It is the quality of individual relationships and dialogues that directly influences the quality of decision making and relationships with key stakeholders.

5. **Frequency of participation:**

The Individual should make him /her available for attending the Board meetings of the Company and be available for providing his/her guidance and support in case of need.

The Committee shall prepare a performance evaluation report in relation to Independent Directors basis the above criteria and decide whether to extend or cease the term of appointment of the Independent Directors, and accordingly make recommendations to the Board on the basis of such report.

Diversity

The Committee shall ensure that the Board shall have an optimum combination of executive and non-executive directors with at least one woman independent director and not less than fifty per cent. of the Board shall comprise of non-executive directors in accordance with the SEBI Listing Regulations.



Minutes of Committee Meeting

Proceedings of all meetings must be recorded as minutes and signed by the chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Disclosure of this Policy

The Policy shall be disclosed in the annual report of the Company, as required under Companies Act and the SEBI Listing Regulations and as may be required under any other law for the time being in force. The Policy shall be placed on the website of the Company and the salient features of the policy and changes therein along with the web address of the policy, if any, shall be disclosed in the Board's report.

Review

The Policy shall be reviewed by the Committee at appropriate intervals and based on its recommendations; the Board may revise the same from time to time.

Scope and limitation

In the event of any conflict between the provisions of this Policy and the Companies Act, SEBI Listing Regulations or any other statutory enactments or rules as maybe applicable, the provisions of the Companies Act, the SEBI Listing Regulations or any other such statutory enactments or rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force. Any subsequent amendment/modification in the SEBI Listing Regulations, in this regard shall automatically apply to this policy.

