

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

Formulated by the Nomination and Remuneration Committee pursuant to Companies Act, 2013 and SEBI (LODR) Regulations, 2015

1. Objective

This Policy has been formulated to ensure a formal, rigorous, and transparent process for the appointment of Directors to the Board of Shinox Group Limited and to set out the criteria for determining the independence of Independent Directors. The Policy is designed to ensure that the Board has the necessary skills, diversity, and experience to provide effective oversight of the Company's diverse business.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") of the Company shall be responsible for evaluating, identifying, and recommending candidates for Board appointments. The NRC shall be constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR.

3. Criteria for Selection of Directors

The NRC shall evaluate candidates for directorship on the following criteria:

- Integrity, ethical conduct, and sound judgment
- Relevant expertise in areas such as finance, technology, law, healthcare, logistics, banking, or international trade
- Leadership experience and ability to contribute to Board deliberations
- Absence of disqualifications under Section 164 of the Companies Act, 2013
- Diversity of perspective, background, gender, and experience
- Availability and willingness to commit adequate time to Board responsibilities

4. Independence Criteria

A Director shall be considered Independent if he/she meets all criteria under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR, including:

- Not a promoter or related to any promoter of the Company
- Not having a material pecuniary relationship with the Company in the preceding two financial years
- Not a KMP or employee of the Company or its subsidiaries in the preceding three years
- Not a material supplier, service provider, customer, or lessor/lessee of the Company
- Not a nominee of any financial institution or bank holding equity shares

Every Independent Director shall provide a declaration of independence at the time of appointment and at the first Board meeting of each financial year.

5. Board Composition

The Board shall endeavour to maintain a composition that:

- Has at least one-third of Independent Directors (or one-half if the Chairperson is not independent)
- Includes at least one woman Director

Reflects diversity across sectors relevant to the Company's business

6. Tenure of Independent Directors

An Independent Director shall hold office for a term of up to five consecutive years and may be re-appointed for a second term of up to five years, subject to shareholder approval by special resolution. An Independent Director shall not hold office for more than two consecutive terms.

7. Review

This Policy shall be reviewed by the NRC and the Board at least once every three years. Amendments shall be disclosed on the Company's website.