NOMINATION AND REMUNERATION POLICY

BISMARCK WORLD PRIVATE LIMITED

(Formerly known as Bismarck Industries Private Limited)

1. Preamble

The Board of Directors of **BISMARCK WORLD PRIVATE LIMITED** has voluntarily adopted this Nomination and Remuneration Policy as a part of its corporate governance framework. Although the Company is not presently required to constitute a Nomination and Remuneration Committee under the Companies Act, 2013, the Board considers it appropriate to establish guiding principles for the appointment, evaluation, succession and remuneration of Directors, Senior Management and Key Managerial Personnel.

2. Objective

This Policy provides a transparent framework for identifying and appointing competent individuals to leadership positions, determining fair and performance-oriented remuneration, promoting diversity, planning succession and ensuring that the Company's leadership continues to possess the skills, experience and integrity necessary for long-term growth.

3. Applicability

This Policy applies to the appointment, re-appointment, remuneration, evaluation and succession planning of Directors, Independent Directors, Key Managerial Personnel and Senior Management Personnel.

4. Guiding Principles

The Board shall endeavour to maintain an appropriate balance of executive, non-executive and independent oversight, having regard to the size, complexity and future requirements of the Company. Appointments shall be based on merit, competence, integrity, experience, diversity of thought and the ability to contribute effectively to the governance and strategic direction of the Company.

5. Appointment and Re-appointment of Directors

The Board shall consider qualifications, professional experience, leadership capability, industry knowledge, governance expertise, independence, reputation and absence of disqualifications under applicable law before recommending the appointment or re-appointment of any Director. Independent Directors shall satisfy the independence criteria prescribed under the Companies Act, 2013, wherever applicable.

6. Appointment of Senior Management

Appointments to Senior Management positions shall be made on the basis of educational qualifications, relevant experience, leadership qualities, ethical standards and organisational requirements. Appropriate background verification and reference checks may be undertaken before appointment.

7. Remuneration Philosophy

The remuneration of Directors and Senior Management shall be reasonable, competitive and commensurate with qualifications, responsibilities, individual performance, market practices and the financial position of the Company. The remuneration structure may comprise fixed pay, variable pay, performance incentives, retirement benefits and such other components as may be approved by the Board from time to time.

8. Performance Evaluation

The Board may undertake an annual evaluation of its own performance, the performance of individual Directors and Senior Management, taking into consideration strategic contribution, leadership, governance, attendance, participation in meetings, decision-making, compliance, achievement of business objectives and adherence to the Company's values.

9. Succession Planning

The Company shall endeavour to maintain an appropriate succession plan for key leadership positions to ensure continuity of operations. The Board shall periodically review succession plans for the Managing Director, Key Managerial Personnel and critical Senior Management positions.

10. Training and Development

The Company shall encourage Directors and Senior Management to participate in programmes relating to corporate governance, regulatory developments, industry trends, leadership, sustainability, risk management and other areas relevant to their responsibilities.

11. Review and Amendment

The Board of Directors shall periodically review this Policy and may amend it from time to time in line with changes in applicable law, governance standards and the Company's business requirements.