

RAINBOW INVESTMENTS LIMITED

Remuneration Policy

Introduction

The Policy for remuneration of Directors, KMP and all other employees ("**Remuneration Policy**") of Rainbow Investments Limited ("**Company**").

This Remuneration Policy has been prepared pursuant to the provisions of the Companies Act, 2013 & rules made there and as per the Notification DOR.GOV.REC.No. 263/ 18-10-013/2025-26 and other applicable directions issued by the Reserve Bank of India, and any regulatory provisions applicable to the Company and/or its' business.

Constitution of Nomination and Remuneration Committee(NRC):

Remuneration committee have been constituted with following Board Members

1. Non-Executive Director
2. Independent Director
3. Independent Director

The NRC shall have constitution, powers, functions and duties as laid down in Section 178 of the Companies Act, 2013

Remuneration for Independent Directors and Non-Independent Non-ExecutiveDirectors

Within the parameters prescribed by law, the payment of sitting fees/commission/remuneration will be recommended by the Nomination and Remuneration Committee ("**NRC**") and approved by the Board.

In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company.

Remuneration for Managing Director (MD)/Executive Directors (EDs)/Key Managerial Personnel/rest of the employees.

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role and be Market competitive.

In addition to the basic/fixed salary, the Company may provide employees with certain perquisites, allowances and benefits.

The Company provides retirement benefits as applicable and may cover medical insurance.

The Company may provide the rest of the employees a performance linked bonus/variable pay and/or performance linked incentive and/or long-term incentive as applicable.

The performance linked bonus/performance linked incentive would be driven by the outcome of the performance appraisal process and the performance of the Company.

The remuneration to Directors, key managerial personnel 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.

Principles for compensation:

The compensation of Key Managerial Personnel (KMPs) and senior management needs to be reasonable, recognising all relevant factors including adherence to statutory requirements and industry practices. The compensation packages may comprise of fixed and variable pay components aligned effectively with prudent risk taking to ensure that compensation is adjusted for all types of risks, the compensation outcomes are symmetric with risk outcomes, compensation pay-outs are sensitive to the time horizon of the risks, and the mix of cash, and other forms of compensation are consistent with risk alignment. The fixed and variable component of compensation is communicated to the KMPs at the time of joining or at the time of annual appraisal.

Malus/Clawback:

The Company does not have any malus/clawback arrangements.

Committee Member's Interest

A member of the NRC is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.

Remuneration Policy implementation

The NRC is responsible for recommending the Remuneration Policy to the Board. The Board is responsible for approving and overseeing implementation of the Remuneration Policy.

Review of the Remuneration Policy

This Remuneration Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Remuneration Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

Compliance Responsibility

Compliance of this Remuneration Policy shall be the responsibility of the Company Secretary of the Company who shall have the power to ask for any information or clarification from the management in this regard.