CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTOR

(Section 178(3) of Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Schedule II- Part D- A of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015)

This policy has been formulated in terms of Section 178 of the Companies Act, 2013, (**the "Act"**) rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) as amended from time to time. This policy sets out the guiding principles for the appointment of Directors and for determining qualifications, positive attributes and independence of Directors. Nomination and Remuneration Committee has been entrusted with the evaluation of the qualification of each Director and those Directors who are to be nominated for election by shareholders at each annual general meeting, and for recommending duly qualified director nominees to the full Board for election.

A. DEFINITION

1. **"Director"** means a director appointed to the Board of the Company;
2. **"Independent Director (ID)"** means a director referred under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations;
3. "**Nomination and Remuneration Committee ("NRC")**" means the committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Act and rules made thereunder and SEBI Listing Regulations as amended from time to time;
4. "**Senior Management**" shall mean officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
5. "**Current and ex-employees**" of the Sai Infinium Limited (the "**Company")** may be considered as independent only if he/she has or had no pecuniary relationship with the Company or its subsidiaries (due to employment/receipt of monthly pension by way of Special Retirement Benefits/holding consultant or advisor positions) during the two immediately preceding financial years or during the current financial year.

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

B. QUALIFICATIONS OF DIRECTORS

Board will ensure that a transparent board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. The suggestive list of criteria for appointment of a person as Director on Board of the Company is as follows:

1. Should possess formal qualification, relevant experience, expertise and track record, integrity, probity etc;
2. Should not be disqualified as per Section 164 of the Companies Act, 2013;
3. It is expected that the board has an appropriate blend of functional and industry expertise.
4. While recommending appointment of a director, it is expected that the Nomination and Remuneration Committee ("**NRC**") consider the manner in which the function and domain expertise of the individual contributes to the overall skill-domain mix of the Board.
5. IDs ideally should be thought/practice leaders in their respective functions/domains.
6. Existing Directorships held in other Companies;
7. Existing Committee membership / chairmanship in other Companies; and
8. In case of appointment is to be made for Managing Director or Whole time Director or Manager, the appointee must satisfy all conditions stipulated Section 196 read with Part I of Schedule V of the Act.

C. POSITIVE ATTRIBUTES

1. Directors are expected to comply with duties as provided in the Act. For reference, the duties of the Directors as provided by the Act are as follows:

a. Act in accordance with the articles of the company.

b. Act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.

c. Exercise duties with due and reasonable care, skill and diligence and exercise independent judgement.

d. Not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

e. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.

f. Not assign his office.

g. such other requirements as may be prescribed, from time to time, under the Act, Agreement entered pursuant to the Listing Regulations and other relevant laws.

2. The IDs of the Company are expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgement.

3. IDs are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to Section 149(8) of the Act and adopted by the Board. The Code specifies the guidelines of professional conduct, role and function and duties of Independent Directors.

4. The guidelines of professional conduct specified in the Code are as follows:

An Independent Director shall:

a. uphold ethical standards of integrity and probity;

b. act objectively and constructively while exercising his duties;

c. exercise his responsibilities in a bona fide manner in the interest of the company;

d. devote sufficient time and attention to his professional obligations for informed and balanced decision making;

e. not allow any extraneous considerations that will vitiate his exercise of objective independent judgement in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making;

f. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

g. refrain from any action that would lead to loss of his independence;

h. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

i. assist the company in implementing the best corporate governance practices.

D. ANNUAL REVIEW

The director's independence shall be determined by the Board on annual basis upon the declaration made by such director as per the provisions of the Companies Act, 2013. Every director has an obligation to inform the Board of any change in circumstances that may put his/her independence at issue.

E. REVIEW AND AMENDMENT

a. Notwithstanding anything contained in this policy, the Company shall ensure compliance with additional requirements as may be prescribed under applicable laws, either existing or arising out of any amendment to such applicable laws or otherwise and applicable to the Company from time to time.

b. This policy is intended to be in conformity with the SEBI Listing Regulations and the Act as on the date of its adoption. However, if due to subsequent modifications in the SEBI Listing Regulations, the Act or any other applicable law, a provision of this policy or any part thereof becomes inconsistent with the SEBI Listing Regulations, the Act or any other applicable law, then the provisions of such laws, as modified, shall prevail.

c. This policy may be reviewed by the Board of Directors from time to time to keep in pace with the regulatory environment and any amendments to this policy, and if deemed fit, shall be approved by the Board of Directors.

Approved in the meeting dated April 04, 2026