

**ONLINE INSTRUMENTS (INDIA) LIMITED  
(FORMERLY ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED)**

**CHARTER OF CSR COMMITTEE**

**1. OBJECTIVES OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility (CSR) (“Committee”) of the Board of Directors (“Board”) of Online Instruments (India) Limited (formerly Online Instruments (India) Private Limited) (“Company”) shall inter-alia discharge the following responsibilities:

- Formulation of CSR Policy, identification and recommendation of the CSR Projects and CSR expenditure, oversight its implementation and review its impact.

**2. COMPOSITION**

- 2.1 The Committee shall comprise of a minimum of three directors including at least one Independent Director.
- 2.2 The Chairperson of the Committee shall be non-executive director, from amongst the members of the Committee.
- 2.3 The Company Secretary of the Company shall act as the Secretary to the Committee.

**3. MEMBERS OF COMMITTEE**

- a. Mr. Mahesh Basalingappa Bellad, Whole time Director (Chairperson);
- b. Mr. Vijendra Babu Nagaraj, Independent Director (Member); and
- c. Mr. Balaji Harisingh, Independent Director (Member).

**4. ROLE AND RESPONSIBILITIES OF THE COMMITTEE**

- a. formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto, in accordance with Schedule VII of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**CSR Rules**”), each as amended, and make any revisions therein as and when decided by the Board;
- b. identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- c. reviewing and recommending the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
- d. reviewing and monitoring the implementation of corporate social responsibility policy of the Company and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- e. performing such other duties and functions as the Board may require the

corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

- f. formulating and recommending to the Board, an annual action plan in pursuance of Corporate Social Responsibility Policy, which shall include the following:
- (i) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act;
  - (ii) the manner of execution of such projects or programmes as specified in Rule 4 of the CSR Rules;
  - (iii) the modalities of utilization of funds and implementation schedules for the projects or programmes;
  - (iv) monitoring and reporting mechanism for the projects or programmes; and
  - (v) details of need and impact assessment, if any, for the projects undertaken by the company.

## 5. MEETING AND QUORUM

- a) The Committee must establish an Annual Action Plan for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. Such plan must ensure proper coverage of the matters laid out in the Charter;
- b) The Committee shall meet as often as needed to discuss the matters in accordance with the plan, at least 2 times during the year;
- c) The Committee, at its discretion, shall invite directors or such executives to be present at the meetings of the Committee;
- d) A detailed agenda, together with supporting notes and documents, should be circulated, at least 7 days prior to each meeting, to the members of the Committee and other invitees, except such information or documents on items of business which are in the nature of Unpublished Price Sensitive Information can be tabled at the meeting;
- e) The minutes of each meeting must be recorded, circulated to the members of the Committee, and approved either before or at the next Committee meeting;
- f) The quorum for the meetings of the Committee shall be with two members.

## 6. AUTHORITY AND POWER

The CSR Committee shall, subject to the approval of the Board, have the power to:

- Investigate any matter within the scope of this Charter or as referred to it by the Board;
- Seek any information or explanation from any employee or director of the Company;

- Ask for any records or documents of the Company.

In the context of any of the above, it may also engage (at the expense of the Company) independent consultants, legal or other professional advisors and seek their advice and secure attendance from the outsiders with relevant expertise, if it is considered necessary.

## 7. REPORTING

6.1 The Committee shall periodically report to the Board on various matters that it has considered.

6.2. The Annual Report of the Company shall disclose the composition of this Committee (including names of the members and Chairperson), brief description of the scope of the Committee Charter, number of meetings held in a financial year and attendance of the members/chairperson of the Committee.

## 8. COMPENSATION

Members of the Corporate Social Responsibility Committee, who are Directors, shall receive such sitting fees for attending the meeting as may be determined by the Board in its sole discretion.

## 9. EVALUATION

The Committee shall undergo an annual self-evaluation of its performance and report the results to the Board of Directors. Areas for evaluation as part of this exercise include:

- Degree of fulfilment of key responsibilities
- Adequacy of Committee composition
- Effectiveness of meetings
- Committee dynamics
- Quality of relationship with Board and Management.

## 10. REVIEW OF CHARTER

The adequacy of this Charter shall be reviewed and re-assessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory framework or otherwise.

## 11. SITTING FEES FOR NON-EXECUTIVE DIRECTORS

INR 50,000/- for attending each meeting.

\* The Charter of the Committee is approved and adopted by the Board of Directors on January 8, 2026.

**ONLINE INSTRUMENTS (INDIA) LIMITED  
(FORMERLY ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED)**

**CHARTER OF NOMINATION AND REMUNERATION COMMITTEE**

**1. COMPOSITION**

- 1.1 The Nomination and Remuneration Committee shall comprise of three or more non-executive directors out of which not less than two-third shall be the independent directors.
- 1.2 The Chairman of the Board (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair the Committee.
- 1.3 The Chairman of the Nomination and Remuneration Committee shall be an independent director, from amongst the members of the Committee.

**2. MEMBERS OF COMMITTEE**

- a. Ms. Sujitha Karnad, Independent Director (Chairperson);
- b. Mr. Balaji Harisingh, Independent Director (Member); and
- c. Mr. Vijendra Babu Nagaraj, Independent Director (Member).

**3. ROLE AND RESPONSIBILITIES**

- a. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (“**Board**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
- b. 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 of directors of the Company 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 external agencies, if required,
  - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity, and
  - (iii) consider the time commitments of the candidates;
- c. formulation of criteria for evaluation of the performance of independent directors and the Board;
- d. devising a policy on diversity of the Board;
- e. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down,

- recommending to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);
- f. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - g. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of the Company;
  - h. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
  - i. recommending to the Board, all remuneration, in whatever form, payable to senior management;
  - j. while formulating the Remuneration Policy, should ensure that:
    - (a) the level and composition of remuneration be 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, 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.
  - a. performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
    - administering the employee stock option plans of the Company, as may be required;
    - determining the eligibility of employees to participate under the employee stock option plans of the Company;
    - granting options to eligible employees and determining the date of grant;
    - determining the number of options to be granted to an employee;
    - determining the exercise price under the employee stock option plans of the Company;
    - construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.
  - k. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
  - l. analyzing, monitoring and reviewing various human resource and compensation matters;
  - m. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with Applicable Laws;
  - n. framing suitable policies and systems to ensure that there is no violation, by

- an employee of any Applicable Laws in India or overseas, including:
- (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- o. carrying out any other activities as may be delegated by the Board, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other Applicable Law, as and when amended from time to time.”
- p. performing such other activities as may be delegated by the Board and/ or specified/ provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority.

#### 4. MEETINGS AND QUORUM

- 4.1 The Committee must establish an Annual Work Plan (“AWP”) for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The AWP must ensure proper coverage of the matters laid out in the Charter.
- 4.2 The Committee shall meet as often as needed to discuss the matters in accordance with the AWP. It is however recommended that the Committee meet at least twice during a financial year.
- 4.3 The Committee may invite such executives, as it considered appropriate to be present at the meetings of the Committee.
- 4.4 The head of human resources may assist the Committee and can be invited to the meetings of the Committee.
- 4.5 A detailed agenda, together with supporting notes and documents, should be circulated, at least 7 (seven) days prior to each meeting, to the members of the Committee and other invitees, to the meeting.
- 4.6 The minutes of each meeting must be recorded, circulated to the members of the Committee, and approved either before or at the next Committee meeting.
- 4.7 The quorum for the meetings of the Nomination and Remuneration Committee shall be either two members or one third of the total size of the Committee but shall include at least one independent director.

#### 5. AUTHORITY AND POWER

The Nomination and Remuneration Committee shall, subject to the approval of the Board of Directors, have the power to:

- 5.1 Investigate any matter within the scope of this Charter or as referred to it by the Board.
- 5.2 Seek any information or explanation from any employee or director of the Company.
- 5.3 Ask for any records or documents of the Company. In the context of any of the above, it may also engage (at the expense of the Company) independent consultants and other advisors and seek their advice.

## 6. REPORTING

- 6.1 The Committee will periodically report to the Board on various matters that it has considered.
- 6.2 The Board Report of the Company shall disclose the composition of this Committee (including names and profiles of the Members and Chairperson), brief description of the scope of the Committee Charter, number of meetings and attendance, sitting fees and commission paid to all Directors and the policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 6.3 The disclosures to be made by listed companies in the Board Report include:
  - Ratio of remuneration of each director to the median remuneration of the employees of the Company.
  - Percentage of increase in remuneration of each director, key managerial personnel, if any, in the financial year.
  - Percentage of increase in median remuneration of employees in the financial year.
  - Number of permanent employees on the rolls of the Company.
  - Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.
  - Comparison of remuneration of the key managerial personnel for the performance of the Company.
  - Affirmation that the remuneration is as per the remuneration policy of the Company.

- The report includes the list of top 10 employees in terms of remuneration drawn and the details of every employee who qualifies under the following clauses:
  - If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore two lakhs' rupees.
  - If employed for part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, on the aggregate, was not less than eight lakh fifty thousand rupees per month.
  - If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or the Executive Directors and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

## 7. COMPENSATION

The members of the Nomination and Remuneration Committee shall receive such sitting fees and/or commission, if any, for their services as Nomination and Remuneration Committee members as may be determined by the Board in its sole discretion.

## 8. EVALUATION

The Committee shall undergo an annual self-evaluation of its performance and report the results to the Board of Directors. Area for evaluation as part of this exercise includes:

- Degree of fulfilment of key responsibilities
- Adequacy of Committee composition
- Effectiveness of meetings
- Committee Dynamics
- Quality of relationship with Board and Management.

## 9. REVIEW OF CHARTER

The adequacy of this Charter shall be reviewed and re-assessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory framework or otherwise.

## 10. SITTING FEES FOR NON-EXECUTIVE DIRECTORS

INR 50,000/- for attending each meeting.

\* The Charter of the Committee is approved and adopted by the Board of Directors on January 8, 2026.

**ONLINE INSTRUMENTS (INDIA) LIMITED  
(FORMERLY ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED)**

**CHARTER OF RISK MANAGEMENT COMMITTEE**

**1. CHARTER CONSTITUTION**

The Risk Management Committee shall function in accordance with the terms of reference covered under this Chapter, such additional provisions as may be stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Companies Act, 2013 (the 'Act') and other statutes or any modifications or re-enactment made thereof and as may be specified by the Board from time to time.

**2. COMPOSITION**

- 2.1 The Risk Management Committee shall comprise of a minimum of three members with majority of them being members of the Board of Directors, including at least one independent director;
- 2.2 The Chairman of the Risk Management Committee shall be a member of the Board of directors and senior executives of the listed entity may be the members of committee;
- 2.3 The Company Secretary of the Company shall act as a Secretary to the Committee Meeting.

**3. MEMBERS OF COMMITTEE**

- a. Mr. Shivanand Mallappa Mahashetti, Managing Director (Chairperson);
- b. Mr. Ranga K S, Independent Director (Member); and
- c. Mr. Manoj Kumar Choudhury, Whole time Director (Member)

**4. THE ROLE OF THE COMMITTEE SHALL, *INTER ALIA*, INCLUDE THE FOLLOWING**

- (i) reviewing, assessing and formulating the risk management system and policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:
  - (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
  - (b) measures for risk mitigation including systems and processes for internal control of identified risks; and
  - (c) business continuity plan.

- (ii) ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (iii) monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (iv) periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (v) keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (vi) reviewing the appointment, removal and terms of remuneration of the chief risk officer (if any);
- (vii) To implement and monitor policies and/or processes for ensuring cyber security;
- (viii) coordinating its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors; and
- (ix) such other terms of reference and activities as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations or other Applicable Law.

## 5. MEETING AND QUORUM

- 5.1 The Committee shall meet as often as needed to discuss the matters in accordance with the Charter, at least twice in a year, and not more than two hundred and ten days shall elapse between any two consecutive meetings (or such other time as prescribed under the applicable laws).
- 5.2 The Committee subject to discussion with Board of Directors, shall invite the head of the finance function, head of business, marketing, representative of internal auditor and a representative of the statutory auditor and any other such executives to be present at the meetings of the Committee.
- 5.3 A detailed agenda, together with the supporting notes and documents, should be circulated, at least seven (7) days prior to each meeting to the members of the Committee and other invitees, except such information or documents on items of business which are in the nature of Unpublished Price Sensitive Information can be tabled at the meeting.
- 5.4 The minutes of each meeting must be recorded, circulated to the members of the Committee, and approved either before or at the next Committee meeting.
- 5.5 The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance.
- 5.6 The Company Secretary shall act as the Secretary to the Committee meeting.

## 6. AUTHORITY AND POWER

6.1 The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if consider necessary.

6.2 In the context of any of the above, it may also engage (at the expense of the Company) independent consultants, legal or other professional advisors and seek their advice and secure attendance from outsiders with relevant expertise, if it is considered necessary.

## 7. COMPENSATION

The members of the Risk Management Committee shall receive such sitting fees and/or commission, if any, for their services as members of the Committee may be determined by the Board in its sole discretion.

## 8. REVIEW OF CHARTER

The adequacy of this Charter shall be reviewed and reassessed by the Committee, periodically and appropriate recommendations shall be made to the Board of Directors to update the Charter based on the changes that may be brought about due to any regulatory framework or otherwise.

## 9. SITTING FEES FOR NON-EXECUTIVE DIRECTORS

INR 50,000/- for attending each meeting.

\* The Charter of the Committee is approved and adopted by the Board of Directors on January 8, 2026.

**ONLINE INSTRUMENTS (INDIA) LIMITED  
(FORMERLY ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED)**

**CHARTER OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

**1. CHARTER CONSTITUTION**

The Stakeholders Relationship Committee shall function in accordance with the terms of reference covered under this Charter, such additional provisions as may be stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the Companies Act, 2013 (the 'Act') and others statutes or any modifications or re-enactments made thereof and as may be specified by the Board from time to time.

**2. MEMBERS OF COMMITTEE**

- a. Mr. Balaji Harisingh, Independent Director (Chairperson);
- b. Ms. Sujitha Karnad, Independent Director (Member); and
- c. Mr. Shivanand Mallappa Mahashetti, Managing Director (Member)"

**3. ROLE AND RESPONSIBILITIES**

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants;
- giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent;
- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other Applicable Law, as and when amended from time to time."

## 4. COMPOSITION

### 4.1 Members

In terms of Section 178(5) of the Companies Act 2013, the Committee shall consist of a Chairperson who shall be a non-executive director, and such other members as may be decided by the Board. In terms of Regulations 20 of the SEBI Listing Regulations 2015, the Committee shall consist of at least three (3) directors, with at least one (1) being an Independent Director.

The members of the Committee shall be appointed by the Board. The Company Secretary shall act as Secretary to the Committee meeting.

The Chairperson of the Committee, or, in his absence, any other member of the Committee authorised by him in this behalf shall attend the General Meeting of the Company.

### 4.2 Chairperson

The Chairperson of the Stakeholders Relationship Committee shall be appointed by the Board at the time of constitution or re-constitution of the Committee and shall be non-executive Director. The members of the Committee may also elect the Chairperson amongst themselves in absence of the Chairperson.

### 4.3 Reconstitution

The Board of Directors may at its discretion re-constitute the Stakeholders Relationship Committee at any time.

## 5. PROCEDURE

### 5.1 Meetings

The Committee shall meet at least twice in a year. Apart from the Committee members, Company Executives and the representative of the Registrar and Shares Transfer Agent (RTA) and the representatives of the Auditors, if any, may be invited to attend the Committee Meetings as described by the members.

The Committee is empowered to convene its meetings through video conferencing. The presence of the members through video conferencing shall be counted for valid quorum. Such meeting shall be convened and held in compliance to the guidelines issued by the Ministry of Corporate Affairs (MCA) for convening the meeting through video conference.

### 5.2 Agenda

The Chairperson of the Committee finalised the agenda, in consultation with the Company Secretary. The agenda and information concerning the business to be transacted at each meeting, shall be as far as practical, communicated to the members at least 2 (two) days in advance of each meeting to facilitate meaningful overview.

### 5.3 Meeting Proceedings

The Committee shall ensure that minutes of all its proceedings are kept and shall report on its actions and activities at the next meeting of the Board. The Secretary of the Committee records the proceedings of the Committee meetings, which is then reviewed and approved by the Chairperson of the meeting for circulation to the other members for their comments. The final minutes are noted at the ensuing meeting of the Committee and signed by the Chairperson of the meeting. The Committee is governed by the same rules regarding meetings, notice and voting requirements as are applicable to the Board. The Committee is authorized and empowered to look into any other matters as it deems fit to ensure better servicing and protection of investor interests, beyond the provisions of this Charter.

### 5.4 Quorum

The quorum for the purpose of the Committee meetings shall be any two (2) members personally present.

## 6. CONFIDENTIALITY

The members of the Stakeholders Relationship Committee and all other individuals attending the meeting of the Committee should not disclose the information contained in the reports they receive, the contents of discussion or confidential information regarding the Company which have become known to them in such meetings to any other person other than in course of conducting their normal duties.

## 7. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Charter and of the Companies Act and SEBI Listing Regulations or any other statutory enactments, rules, the provisions of such Companies Act 2013, or SEBI Listing Regulations or statutory enactments, rules, shall prevail over this Charter. Any subsequent amendment/modification in the SEBI Listing Regulations, Companies Act and/or applicable laws in this regard shall automatically apply to this Charter without further amendment.

## 8. SITTING FEES FOR NON-EXECUTIVE DIRECTORS

INR 50,000/- for attending each meeting.

\* The Charter of the Committee is approved and adopted by the Board of Directors on January 8, 2026.