

NOMINATION & REMUNERATION POLICY

FOR THE MEMBERS OF BOARD, KMP AND SENIOR MANAGEMENT

1. PREAMBLE

- 1.1 The Nomination and Remuneration Committee ('Committee') has been setup by the Board of Directors of the Company in order to formulate and prepare a policy for criteria for appointment and remuneration of the members of the Board of Directors ("Board") and Executives i.e. Key Managerial Personnel ("KMP") and the Senior Management Personnel of the Company. In line with the same the Committee has prepared the present policy for determining the above mentioned objectives. The Committee shall at all times be guided by the principles as has been laid down under the Companies Act, 2013 as well as the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in this regard.
- 1.2 The expression "senior management" means shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the 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 persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

2. CRITERIA FOR EXECUTIVE DIRECTORS ON THE BOARD & EXECUTIVES:

- 2.1 In evaluating the suitability of Individual Executive Directors (EDs)/Executives for specific functions, the Committee takes into account many factors as may be relevant, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. EDs/Executives must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.
- 2.2 EDs/Executives are expected to possess the highest personal and professional ethics, integrity and values.

2.3 Further all the EDs/Executives should comply with the General Code of Conduct laid down by the Company.

2.4 The EDs/Executives should also ensure that during the continuance of their employment with the Company they shall not be in any way directly or indirectly engaged in any employment elsewhere whatsoever including part time employment. Provided that nothing shall preclude the Executive Director from being a director of any company whether in India or abroad.

3. CRITERIA FOR NON EXECUTIVE DIRECTORS:

3.1 In addition to satisfying the relevant criteria as mentioned above in paras 2.1 – 2.3, the Non-Executive Directors are expected to be capable and willing to devote sufficient time and energy to the Company to effectively discharge their duties and responsibilities as member of The Board and Board Committees.

4. CRITERIA FOR INDEPENDENT DIRECTORS:

4.1 In addition to satisfying the relevant criteria as mentioned in para 3 above, the Independent Directors should also fulfill the criteria of independence as laid down in the Companies Act, 2013 (the “Act”) and the Listing Regulations and should comply with the Code of Conduct as laid down in the Act.

5. REMUNERATION STRUCTURE:

5.1. Non Executive Directors including Independent Director:

5.1.1. The Non executive Directors of the Company would be entitled to sitting fees for participation in Board and Committees meetings. At present the sitting fees for attending board meeting and Committee meetings is as given below:

- a) Board Meeting- Rs. 50,000 per meeting attended
- b) Audit Committee- Rs. 20,000 per meeting attended
- c) Nomination and Remuneration Committee- Rs. 20,000 per meeting attended
- d) Stakeholders’ Relationship Committee- Rs. 10,000 per meeting attended

The Board may decide to modify the fee structure anytime.

5.1.2 Payment of commission may be considered by the Board as and when felt necessary with the approval of the shareholders with due regard to the compensation levels in the market.

5.2. Executive Directors, KMPs and Senior Management:

5.2.1. The package of remuneration will be based on the skill, expertise and relevant industry experience.

5.2.2. The Executive Directors shall not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

5.2.3. The remuneration will comprise of the following components;

- a) **Fixed Pay** comprising of Basic Salary, Ex-Gratia and Special Allowance, as applicable.
- b) **Variable Pay** comprising of Performance Incentive with a maximum ceiling for each employee, Special Quarterly Allowances, Provision for Directors and Officers (D and O) Insurance, if any, as applicable.

Further the Executive Chairman and the Managing Director would be entitled to a Commission at a fixed percentage of the net profits of the Company.

Perquisites comprising of Housing Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50 % of the salary, House Maintenance, Medical Reimbursement, Health Insurance, Leave Travel Concession, Club Fees, Credit Cards, Leave, Accident Insurance, Car and Telephone, as applicable, in individual case depending upon compensation level in the market.

- c) **Retiral Benefits/ Others** comprising of Provident Fund, Gratuity and Leave Encashment.

In addition the Executive Directors are also entitled to Superannuation Fund Benefits as additional Retiral Benefit.

5.2.4 The Committee will recommend the remuneration/change in remuneration in respect of each of the Executive Director/Managing Director to the Board for its consideration and approval.

5.2.5. The Board of Directors may deviate from this Policy if there are specific reasons to do so in an individual case.

6. NOMINATION AND EVALUATION

6.1 On the basis of proposals for nomination of persons by the Executive Chairman of the Company, meeting the relevant criteria as laid down above, the Committee may consider nominating and recommending such persons to the Board as a Director or at the senior management level. The Committee shall have due regard to the need for proper diversity of the Board while making nomination/recommendation to the Board.

6.2 The Committee will have an annual review of the performance of the Directors and if considered necessary may recommend removal of any Director/ Executives or indicate to the persons concerned their dissatisfaction with the performance, particularly in respect of independent directors who are appointed for fixed term.

7. REVIEW OF POLICY

7.1 Policy as contained in this document will be reviewed by the Board as and when felt necessary.

8. BOARD SUPREME

8.1 The Board may accept, modify or reject any of the recommendation made by the Committee. Where the Board rejects any recommendation made by the Committee, the Board shall record cogent reasons for the same.