
NOMINATION AND REMUNERATION POLICY

The Company believes that the human resources are one of the most important valuable assets of the Company. As per the requirement of the provisions of the Companies Act and SEBI Regulations, to meet and attract the valuable asset and harmonize the payment to Directors, Key Managerial Personnel and other employees of the Company in line with the mission, visions and values of the Company. This policy has been formulated by the Nomination and Remuneration Committee for the Directors, Key Managerial Personnel and Senior Management personnel and approved by the Board of Directors.

Objective of the Policy:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors and persons who may be appointed in Senior Management and Key Managerial positions.
- To lay down guiding principle for remuneration payable to Executive Directors, Non-Executive Directors, Senior Management Personnel and Key Managerial Personnel.
- To determine the evaluation of performance of the Members of the Board, its committees and individual directors including Independent Directors.
- To recommend remuneration based on the Company's size, financial position, trends and practices on remuneration prevailing in peer companies.
- To provide them reward linking to their effort, performance, dedication and achievement in the Company's operations/performance.
- To design suitable remuneration package to attract, retain, motivate and promote best caliber directors and employees, create strong performance orientated environment and reward, achievement of meaningful targets over the short and long-term and create competitive advantage.
- To determine the criteria for qualifications, positive attributes, and independence of Directors.
- To determine whether to extend or continue the term of appointment of Independent Directors.
- Devising criteria for board diversity.
- Develop succession plan for the Board, Senior Management and Key Managerial Personnel.

Based on the above parameters, the following policy has been formulated by the Nomination and Remuneration Committee for adoption of the Board of Directors.

The Board has the power to reconstitute the Committee according to the Company's policy and applicable statutory requirement.

Effective Date:

This policy shall be effective from 1st April 2019.

Definitions

‘**Act**’ means the Companies Act, 2013 including schedules annexed thereto and the Rules framed thereunder.

‘**Board**’ means the Board of Directors of the Company.

‘**Committee**’ refers to the Nomination and Remuneration Committee of the Board of Directors.

‘**Independent Director**’ means a director referred to in Section 149 (6) of the Act and SEBI regulations.

‘**Key Managerial Personnel (KMP)**’ means a person as defined in Section 2(51) of the Act.

‘**Senior Management**’ refers to the persons as defined in Regulation 16(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Applicability of the policy

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

GENERAL

I. APPOINTMENT CRITERIA AND QUALIFICATIONS

The Committee identifies persons with right / appropriate educational qualification, rich experience and expertise, integrity, desirable personal traits & leadership qualities and recommend to the Board for appointment as Director, KMP or at Senior Management level. The appointee should possess appropriate skills, knowledge, experience in one or more fields of finance, accounts, audit, law, management, sales, marketing, administration, research, corporate governance, technical operation or other disciplines related to the Company’s business. The Committee has the discretion to decide on the age, qualification, expertise and experience to be possessed by the appointee for the concerned position depending up on the circumstances of each case.

i) Managing Director/Whole-time Director:

The Company should appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding such period(s) as may be prescribed in the Companies Act or SEBI regulations. No re-appointment should be made earlier than one year before the expiry of the original term of appointment.

The Company should appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of 21 years and not attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution. The explanatory statement annexed to the notice for such motion should indicate the justification for extension of appointment beyond seventy years.

ii) Independent Directors:

An Independent Director could hold office for a term up to five consecutive years on the Board of the Company and would be eligible for re-appointment on passing of a special resolution by the Company and the Board's report should disclose the justification for such appointment. The appointment and continuation of the term of independent directors are subject to the fulfilment of the conditions as laid by the Companies Act or SEBI Regulations.

No Independent Director should hold office for more than two consecutive terms, but such Independent Director would be eligible for appointment as Independent Director after expiry of three years of ceasing to be an Independent Director. Provided that an Independent Director should not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years is eligible for appointment for one more term of 5 years only provided such appointment is approved by the shareholders by a special resolution.

At the time of appointment of Independent Director and all times thereafter during the tenure as Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to such numbers as may be prescribed under the Companies Act and / or SEBI regulations

iii) Non-Executive Non- Independent Directors:

The qualification criteria as stated above is applicable for the Non-Executive non-independent Directors also including Nominee Directors, however such Directors are liable for retirement by rotation.

Non-Executive Directors can hold office beyond the age of seventy-five years provided a special resolution is passed by the Shareholders of the Company at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy-five years.

iv) Senior management Personnel and KMPs not covered above:

The Committee will prescribe and recommend the age, qualification and experience for persons to be appointed to the Senior Management positions depending up on the functional area where he/she is going to be appointed. Keeping in view of the specific requirement of the position to be filled up, the Committee would select the appointees in line with the recruitment policy of the Company, if applicable the conditions as laid by the Act or SEBI Regulations and recommend to the Board for appointment.

II. BOARD DIVERSITY

The Committee should always review the constitution of the Board and recommend for reconstitution of the Board, whenever required, so as to ensure that the Board always consists of members with diversified skill, knowledge, experience and expertise to meet the changing requirements of the Company's business. The Committee should always ensure a balanced Board, consisting of members, each of them are experts in one or more functions of management. The Committee shall also consider applicable section of the Companies Act/SEBI regulations while re-constituting the Board.

III. EVALUATION

The Committee will devise suitable evaluation criteria and carry out evaluation of performance of every Director.

IV. REMOVAL

Where any Director, Senior Management Personnel or KMP attract any disqualification mentioned in the Companies Act or under any other applicable Law, Rules or Regulations made thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules or Regulations and / or SEBI regulations

V. SUCCESSION

The Committee should plan in advance and recommend constitution of the Board of Directors, Senior Management Personnel & KMPs of the Company in such a way that it consists of a combination of members of all age group so as to ensure smooth succession at all times.

VI. POLICY RELATING TO THE REMUNERATION

A. Remuneration of Executive Directors.

The remuneration / fee/ compensation / commission etc. payable to the Managing Director and Whole-time Director, should be determined by the Committee and recommended to the Board for approval. The remuneration package to be recommended for the Managing Director and Whole-time Director should be in accordance with the provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and / or SEBI regulations.

i) Fixed pay:

The Managing Director and Whole-time Director are eligible for a fixed monthly salary and perquisites as may be recommended by the Committee and approved by the Board. The breakup of the pay scale and quantum of perquisites including but not limited to salary, house rent allowance, leave travel assistance, employer's contribution to P.F, Gratuity Fund, medical expenses, club fees, Company car with driver & telephone for official purposes etc. shall be decided by the Board on the recommendation of the Committee and approved by the

shareholders.

ii) Variable Pay – Commission on net profits:

In addition to the fixed salary and perquisites as stated above, the Managing Director and Whole-time Directors are also entitled to a variable pay viz. commission on the net profits of the Company at the rates recommended by the Committee subject to the overall limits prescribed in the Companies Act and /or SEBI regulations. On the recommendation of the Committee and at the absolute discretion of the Board of Directors, the payment of variable pay may be made applicable to all or any of the Executive Directors and at different rates to different Executive Directors.

iii) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company should pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Schedule V of the Companies Act and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and / or SEBI regulations as may be applicable from time to time.

iv) Provisions for excess remuneration:

If the Managing Director and Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act read with relevant rules and / or SEBI regulations where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it.

v) Others:

The Company is not offering sitting fees, stock option scheme, severance fees or any other perquisites, other than those stated above, for the Managing Director and Whole-time Directors.

B. Remuneration of Non - Executive Directors:

Non-Executive Directors' compensation include payment of a fixed amount as sitting fees for attending the meeting of the Board, Committees or any other meetings of Directors and a Commission on the net profits.

The remuneration payable to the Non-Executive directors within the limits and subject to the conditions as specified in the Companies Act, 2013 and SEBI regulations.

i) Sitting Fees:

The Non- Executive Directors, both independent and Non-independent are entitled to receive remuneration by way of sitting fees for attending meetings of Board, sub- Committees of the Board, separate meetings of independent directors and any other meetings of the Directors as may be approved by the Board within the limits prescribed by the Central Government from time to time.

ii) Commission

The Non-Executive Directors are also entitled to a Commission on the net profits of the Company at a fixed amount/percentage on net profits as approved by the shareholders. The overall commission payable to all the Non-executive Directors should not exceed the limit as provided under the Companies Act, 2013 and SEBI regulations

iii) Reimbursement of Expenses:

The Company should reimburse to the Directors, all the travelling and other out of pocket expenses incurred by them for attending the Board meetings, Meetings of Board Committees or other meetings of Director and the General Body meetings.

iv) Stock Options:

The Company is not offering any stock option to the Non-executive Directors of the Company.

C. Remuneration for the Senior Management and KMPs not Covered Above:

The remuneration to the Senior Management Personnel and KMPs not covered under the above categories are determined by the Management on the recommendation of the Committee and approval by the Board. It includes monthly, quarterly and annual payments. The categories of such payment may be including but not limited to Basic salary, dearness allowance, house rent allowance, special allowance, additional special allowance, ad-hoc, conveyance reimbursement, annual leave travel assistance, leave encashment, contribution to provident fund and gratuity fund. The package also includes performance linked payments like annual ex-gratia, monthly profit sharing.

D. Providing Loan to Employees:

Company may provide loan to its employees on such terms and conditions as may be applicable in accordance with the prevailing rules of the Company.

VII. DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company should arrange for Directors' and Officers' Liability Insurance policy to protect from the statutory liability of the Managing Director, Whole-time Director, Independent Director, Non- Executive Director, Non- Independent Director, Key Managerial Personnel and Senior Management Personnel. The premium payable on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance should be treated as part of the remuneration.

VIII. DEVIATION FROM THE POLICY

Deviation from any element of this policy in extra-ordinary circumstances, when deemed necessary in the interest of the Company by the Committee and on the recommendation of the Committee, may be accepted in specific cases by Board of Directors.

IX. AMENDMENTS:

The policy is subject to change, if warranted consequent upon any change, modification amendment to the applicable Act, Rules and Regulations.

In case of any amendment, notification, circular, clarification, etc. issued by a competent authority, which is not consistent with the conditions laid down under this policy, the provisions of such amendment, notification, circular, clarification, etc. shall prevail and this policy shall stand amended accordingly. The Company may also review and amend the Policy whenever it is necessary to do so.
