

# NOMINATION & REMUNERATION POLICY

**NOMINATION AND REMUNERATION POLICY**  
**&**  
**EVALUATION OF PERFORMANCE OF DIRECTORS POLICY**

**INTRODUCTION**

In compliance with Section 178 of the Companies Act, 2013, the Company have a Nomination & Remuneration Committee constituted/reconstituted by the Board from time to time.

**OBJECTIVE**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto

**CRITERIA FOR APPOINTMENT OF DIRECTORS.**

Board members are expected to possess the expertise, skills and experience required to manage and guide the company. Expertise in areas like infrastructure development running business enterprises, strategy, finance, and private equity activities is desirable. Generally, the members are between 30 and 75 years of age, and are not related to any executive directors or independent directors. They are not expected to serve in any executive or independent position in any company that is in direct competition with us.

**CRITERIA FOR APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

The Committee will identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as KMP on case to case basis and recommend to the Board his/her appointment. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment.

**POLICY ON REMUNERATION OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

Company's remuneration policy is to ensure that the Directors and Key Managerial Personnel are sufficiently incentivized for enhanced performance.

On the appointment or re-appointment of Managing Director and Whole-time Director , the Committee will recommend to the Board for their approval, the remuneration to be paid to them.

The remuneration of Key Managerial Personnel will be decided on a case to case basis to ensure that the levels of remuneration are sufficient to attract and retain personnel of the quality required to run the company successfully. The remuneration to be paid to the Key Managerial Personnel and other employees shall be as per HR policy of the Company.

The annual increment of remuneration for Managing Director/ Whole-time Directors shall be made on the basis of the resolution approved by the shareholders.

## **GENERAL**

Directors' and officers' Insurance : Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid 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 shall be treated as part of the remuneration.

Remuneration to Non- Executive / Independent Director: *Sitting Fees*: The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The amount of Fee will be fixed and reviewed by the Board from time to time. The sitting fee for attending meeting of Board and its committees is fixed at Rs 25,000 per meeting.

## **EVALUATION OF PERFORMANCE OF DIRECTORS**

### **A. Evaluation of the performance of Managing Director / Whole Time Director**

The performance of the Managing Director / Whole Time Director of the Company may be carried out taking into consideration the performance of the Company vis-à-

vis the budgets as well as performance of its competitors. Emphasis on achieving top line and bottom-line targets, with no adverse qualification by the auditors in the accounts, etc may be made.

#### B. Evaluation of the performance of Non-Executive Directors and Independent Directors

The Committee while evaluating the performance of the NEDs and IDs may take into consideration various factors as mentioned below:

- Attendance at Meetings - attendance at Board Meetings, AGMs, Committee meetings.
- Other Directorships held by the NED – in listed or unlisted companies
- Other companies in which NED is a Chairperson
- Participation at Board/Committee meetings
- Input in strategy decisions
- Review of Financial Statements, risks and business performance
- Time devoted towards discussion with Management

#### **REVIEW AND AMENDMENTS**

The Committee or the Board may review the policy as and when it deems necessary. The Board of Directors or the Committee shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with new provisions or replace this Policy entirely with a new Policy.