

REMUNERATION POLICY

The Company follows a policy on remuneration of Directors and Senior Management Employees.

REMUNERATION OF NON-EXECUTIVE DIRECTORS

The non-executive directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in Board / Committee Meetings as detailed hereunder:

- i. A non-executive director shall be entitled to receive sitting fees for attending each meeting of the board held for adoption of financial results, such sum as may be approved by the Board of Directors within the overall limit prescribed by Companies Act, 2013 and Companies Managerial Remuneration Rules, 2014.
- ii. A non-executive director will be entitled to receive commission on an annual basis of such sum as may be approved by the Board on the recommendations of Nomination and Remuneration Committee.
- iii. The Nomination and remuneration Committee may recommend to Board the payment of commission on uniform basis to reinforce the principle of collective responsibility.
- iv. The Nomination and Remuneration committee may recommend higher commission for chairman of the Board considering his overall responsibility.
- v. In determining the quantum of commission payable to directors, the Nomination and Remuneration Committee will make its recommendations taking into consideration the overall performance of the Company and responsibilities shouldered by the director.
- vi. Nomination and remuneration committee may recommend to Board additional commission to the directors who are members of the Audit Committee, subject to ceiling on total commission payable.
- vii. The total commission payable shall not exceed 1% of the net profits of the Company.
- viii. The commission shall be payable on prorata basis to those directors who occupy office for part of the year.
- ix. The Independent Directors shall not be entitled to participate in stock option scheme of the Company, if any.

REMUNERATION OF MANAGING DIRECTOR

- i. At the time of appointment or reappointment, the managing director shall be paid such remuneration as may be mutually agreed, within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to approval of the Members in General Meeting.
- iii. The remuneration of Managing Director may be divided into fixed and variable component. The fixed component will include salary, allowances, perquisites and other amenities. The variable portion may include performance bonus.

- iv. In determining the remuneration the Nomination and Remuneration Committee may consider following:
 - a. The relationship of remuneration and performance benchmark is clear.
 - b. Balance between fixed and incentive pay reflecting long term and short term performance objectives of the Company and its goals.
 - c. Responsibility required by Managing Director and Industry Benchmark and current trends.
 - d. The Company's performance and annual budget achievements.

REMUNERATION OF SENIOR MANAGEMENT EMPLOYEES

- i. In determining the remuneration of the Senior Management employees, the Nomination and Remuneration Committee shall consider following.
 - a. The relationship of remuneration and performance benchmark is clear.
 - b. Balance between fixed and incentive pay reflecting long term and short term performance objectives of the Company and its goals.
 - c. The remuneration is divided in to two components fixed component and performance based incentive.
 - d. The remuneration including Annual Increment and performance incentive is based on the criticality of the roles and responsibilities, individual performance, industry benchmark and current compensation trend in the market.
- ii. The Managing Director will carry out individual performance review based on the standard appraisal matrix and recommend the Annual Increment and Performance incentive to the Nomination and Remuneration Committee.