

REMUNERATION POLICY

CONTROL COPY

PURPOSE

The Policy has been approved by the Board of Directors of the Company on 13th November 2014 to comply with the provisions of the Companies Act 2013 read with Listing Agreement with Stock Exchanges.

The Policy would provide an overview of the remuneration practices adopted by the Company and enable a framework that allows for competitive and fair rewards towards employee performance. It would also help in to formulate the criteria for determining qualifications, positive attributes and independence of Director. The Nomination & Selection Committee (Committee) of the Board would be ensure implementation of the Policy, as amended from time to time.

SCOPE

The policy applies to the Directors, Key Managerial Personnel (KMP) and Senior Management Personnel i.e. one level below the Board, as defined by the Board, from time to time.

GUIDING PRINCIPLE

The Policy would ensure that :

- (a) The level and composition of remuneration is reasonable and sufficient to attract and retain employees of the quality required to run the Company successfully.
- (b) Relationship of remuneration to the performance is clear and meets appropriate performance benchmarks.
- (c) Remuneration involves a balance between the fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

BENEFITS

- Motivates for delivery of business strategies
- Creates a performance-oriented environment
- Rewards achievement of meaningful targets
- Employee Retention

APPOINTMENT CRITERIA AND QUALIFICATIONS

The Committee shall identify and ascertain the qualification, expertise and experience of the person for appointment of as Director, KMP or at Senior Management level and, if required, would recommend to the Board their appointment. The objective is to have a broad, diverse background and skills / experience in business and academics that are relevant for Company's operations. Directors must be willing to devote sufficient time and energy in carrying out their duties effectively. In evaluating the suitability of Directors the Committee will take into account many factors, including general understanding of the business dynamics, social perspective, educational, professional background and personal achievements.

REMUNERATION TO DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL

The Components of the Remuneration payable to Whole Time Director, KMPs and Senior Management Personnel would include:

- (a) Basic Salary
- (b) Perks and perquisites
- (c) Rewards and recognitions
- (d) Statutory Contributions
- (e) Performance Bonus, Incentives, Assured Performance Pay
- (f) One time rewards, quarterly rewards

The remuneration package ensures a balance between fixed and performance linked variable pay reflecting short term performance objectives appropriate to the working of the Company and its goals. Along with a raise on CTC, Performance Bonus (PB) is (may be) given to employees as per their eligibility which is decided as per their KRA Scores. However, PB is calculated separately on the previous year's CTC and it is a variable component. The eligibility for Performance Bonus is assessed on a year to year basis as per KRA Scores. Performance Bonus has been introduced as an element of overall employee remuneration with a view to provide more thrust to employee remuneration linked with performance. This works as an incentive for high performers.

A committee comprising of ED, COOs, Chief of HR, IR & OD, Officer on Special Duty and which after performance review and assessment of pre -determined work objectives would take decision and recommend revision thereof, if required, to the Nomination & Selection Committee.

The remuneration to WTD(s), KMPs and Senior Management Personnel will be approved by the Committee and recommended to the Board for approval/ratification. The remuneration to be paid and tenure of appointment shall comply with relevant provisions of the Companies Act 2013 read with Rules made therein and other applicable statutory laws, rules and regulations.. The Committee while considering the remuneration of WTD(s), KMPs and Senior Management Personnel would consider pay and external employment conditions in the industry, his merit, seniority of the person and financial position of the Company.

The Non-Executive Independent Directors are paid remuneration by the way of sitting fees, as per the provisions of the Companies Act 2013, as amended from time to time, for attending meetings for the Board of Directors and Committees thereof.

DISCLAIMER

Notwithstanding what has been written and communicated here, the Nomination & Selection Committee subject to approval of the Board, reserves the right to make alterations at their discretion without any liability accruing thereof.