REMUNERATION POLICY

OF

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REMUNERATION POLICY

In determining the remuneration policy, the Nomination and Remuneration Committee ensures that a competitive remuneration package for Board-level executives, KMPs and Senior Management personnel commensurate to their performance is maintained and benchmarked with the trend in the Industry.

The terms of reference, objectives and key elements of the policy produced below is in line with the provisions of Section 178(4) of the Companies Act, 2013, which requires that the policy be formulated in a manner such that it ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully and also that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

BASIS OF FORMULATION

The Company while deciding the remuneration package of the senior management members takes into consideration the following items:

a. Educational/Technical skills, knowledge of industry

b. Employment scenario

c. Remuneration package in similar industry and

d. Remuneration package of the managerial talent in other industries.

1. Remuneration to the Members of the Board of Directors

I. Remuneration payable to Executive Directors

The Company shall pay remuneration to its executive directors either by way of a monthly payment or at a specified percentage of the net profits of the Company or party by one way and partly by the other. The elements of the remuneration package of the Executive Director comprises of salary, perquisites & allowances comprising of Company maintained accommodation or house rent allowance, leave travel allowance and other perquisites and allowances including Company's contribution to provident fund, gratuity and leave encashment facilities in accordance with rules of the Company and as may be mutually agreed with the Director concerned.

Annual increments, if any, shall be effective 1st January each year or the date as may be fixed by the Board of Directors from time to time.

The Commission, if any, shall be payable annually after the Financial Statements have been adopted by the Shareholders.

The remuneration or any change therein is first recommended by the Nomination and Remuneration Committee and then approved by the Board of Directors and thereafter will be placed before the Shareholders for their approval.

II. Remuneration payable to Non-Executive and Independent Directors

The sitting fee payable to the Non Executive Directors of the Company for attending the meetings of the Board of Directors and Committees thereof shall be at the rates as may be decided by the Board of Directors from time to time and will be within the maximum limits as prescribed in the Companies Act, 2013.

The Board of Directors may also fix any remuneration or profit linked commission or performance incentives payable monthly or yearly or any other honorarium or benefit to the Independent Directors as per the procedure and within the limits as may be prescribed by the Companies Act, 2013, from time to time, and shall be subject to the confirmation from the Shareholders of the Company from time to time.

The Company shall not have any pecuniary relationship or transaction with its non-executive Directors other than payment of sitting fees, reimbursement of expenses and other remuneration, if any, payable to them.

III. Remuneration payable to Chairman / Chairman Emeritus

Remuneration payable to the Chairman / Chairman Emeritus as may be appointed by the Company, from time to time, shall be subject to the approval of the shareholders of the Company and will be within the limits laid down under Section 197 read with Section 198 read with Schedule V of the Companies Act, 2013

The total managerial remuneration payable to all the Directors of the Company shall not exceed the maximum limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013, subject to the approvals as may be required from time to time.

2. Remuneration payable to other KMPs and Senior Management personnel

As may be decided by the management in accordance with the policy of the Company.