

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors ("Board") of Anmol India Limited (the "Company") at its meeting held on 10th May, 2018.

2. DEFINITIONS

"Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

"Board of Directors" or "Board", means the board of directors of Anmol India Limited, as constituted from time to time.

"Company", "This Company", "The Company", "Company" wherever occur in the policy shall mean **"Anmol India Limited."**

"Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the board.

"Directors" means a director appointed to the Board of Company. **"Key**

Managerial Personnel" means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole- time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

"Other employees" means all employees other than the Directors, KMPs and the Senior Management Personnel. 'Policy or This Policy' means, "Nomination and Remuneration Policy."

"Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

3. PURPOSE

- i. The purpose of Nomination and Remuneration Committee is to assist the Board in ensuring that the Board and Executive Committee retain an appropriate structure, size and balance of skills to run the Company successfully.
- ii. The Committee also assists the Board by reviewing and making recommendations in respect of the remuneration policies and framework for all staff.
- iii. The Committee oversees arrangements for senior appointments and succession planning.

4. ROLE OF THE COMMITTEE

The role of NRC will be the following:

1. To formulate criteria for determining qualifications, positive attributes and the Independence of a Director
2. To formulate criteria for evaluation of Independent Directors and the Board
3. To identify the persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in the policy

4. To recommend to the Board the appointment and removal of Directors and Senior Management
5. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management
6. Succession Planning for replacing key executives and overseeing
7. To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable
8. To perform such other functions as may be necessary or appropriate for the performance of its duties

5. CONSTITUTION

Chairperson & Membership:

- i. The committee will comprise of three Independent Directors:
 - a) Mr. Bhupesh Goyal, Chairman
 - b) Mr. Sanjeev kumar, Member
 - c) Mr. Sumit Goswami, Member
- ii. In the absence of the Chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.
- iii. Members may be removed from the committee at any time by the Board.

Secretary:

- i. The Board Secretary shall act as Secretary to the Committee and attend all meetings.
- ii. The Secretary shall record the proceedings and decisions of the Committee meetings and the minutes shall be circulated to all members and attendees as appropriate, taking into account any conflicts of interest that may exist.

Proceedings of Meetings

Frequency of Meetings

The Committee shall meet at least once in a year and otherwise as required.

- i. Meetings of the Committee may be called by the Chair of the Committee at any time to consider any matters falling within these Terms of Reference.

Quorum

- i. Quorum for Meeting of the Committee shall be a minimum of two (2) members provided one (1) of them shall always be an Independent Director.
- ii. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- iii. In the event of difficulty in forming a quorum, Non-Executive Board members who are not members of the Committee may be co-opted as members for individual meetings.

6. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has 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.

7. TERM/ TENURE

a) Managing Director/ Whole-time Director:

The Company shall appoint or re-appoint any person as its Chairman, Managing Director for a term not exceeding five years at a time. No re- appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

8. PERFORMANCE EVALUATION OF BOARD/ DIRECTOR'S

Pursuant to the provisions of the Companies Act, 2013, the Board will carry out annual performance evaluation of its own performance, its Committee's and the Directors individually covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance etc.,

A separate exercise to evaluate the performance of individual Directors including the Chairman of the Board/ Committees will be evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its shareholders etc.

9. REMUNERATION TO DIRECTORS/ KEY MANAEGRIAL PERSONNEL/ SENIOR MANAGEMENT PERSONNEL

i) Remuneration to Managing Director/ Whole-time Directors:

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

ii) Remuneration to Non- Executive/ Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) If the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of

c) Directors or shareholders, as the case may be.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

iii) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy

10. AMENDMENTS

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.

