



INDIA EXPOSITION MART LTD

NOMINATION & REMUNERATION POLICY

The philosophy for remuneration of Directors, KMP and all other employees of India Exposition Mart Limited (“Company”) is based on commitment demonstrated by the Directors, KMPs and other employees towards the Company and truly fostering a culture of leadership with trust.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 (“Act”). While formulating this Policy, the Nomination and Remuneration Committee (“NRC”) has considered the factors laid down under Section 178(4) of the Act, which are as under:

- a) 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;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

Definitions

- a) **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time
- b) **Board** means Board of Directors of the Company
- c) **Directors** mean Directors of the Company
- d) **Key Managerial Personnel** means
 - Chief Executive Officer or the Managing Director or the Manager;



- Chief Financial Officer;
 - Company Secretary; and
 - such other officer as may be prescribed.
- e) **Senior Management** means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads

Role of Committee

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a director
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy
- c) Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel

Key principles governing this remuneration policy are as follows:

Board membership criteria

The Board of Directors and shareholders are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:



- composition of the Board, which is commensurate with companies portfolio and its status as a public company;
- size of the Board with optimal balance of skills and experience in specific area of business;
- desired age and diversity on the Board;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mind-set
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;

The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business and represent stakeholders' interests through the exercise of sound judgment, using its diversity of experience.

In determining whether to recommend a Director for re-election, the Committee shall consider the Director's past attendance at meetings, participation in meetings and contributions to the activities of the Board. Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings.

Performance evaluation of Board, committees and individual directors

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors shall be carried out by the Nomination & Remuneration Committee, with evaluation through use of individual questionnaires covering amongst others vision, strategy & role clarity of the Board, Board dynamics & processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

As part of the evaluation process, the performance of non-independent Directors, the Chairman and the Board shall be done by the independent Directors. The performance evaluation of the respective



Committees and that of independent and non-independent Directors shall be done by the Board excluding the Director being evaluated.

The NRC shall recommend to the Board, the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

Remuneration for Non-Executive and Independent Directors

Non-Executive and Independent Directors are eligible for sitting fees not exceeding the limits prescribed under the Companies Act, 2013. The remuneration payable to Non- Executive and Independent Directors, if any, is decided by the Board of Directors shall be subject to the overall approval of Members of the Company and Central Government, wherever required.

Within the parameters prescribed by law, the any change in the payment of sitting fees will be recommended by the Nomination and Remuneration Committee and approved by the Board. The travelling expenses for attending meetings and other related expenses to be paid to non-executive directors shall not be constituted as part of remuneration.



Remuneration for KMP/rest of the employees

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:

- Competitive that attracts talent,
- Based on the role played by the individual in managing the Company including responding to the challenges faced by the Company,
- Reflective of size of the Company, complexity of the sector/industry/company's operations and the Company's capacity to pay,
- Consistent with recognised best practices and aligned to any regulatory requirements.

Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- a) The services rendered are of a professional nature; and
- b) The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

Secretary

The Company Secretary of the Company shall act as Secretary of the Committee



Voting

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee
- b) In the case of equality of votes, the Chairman/Convener of the meeting shall have a casting vote.

Convener

- a) Chairman of the Company may be appointed as a member of the Committee but shall not be a Convener of the Committee
- b) In the absence of the Convener, the members of the Committee present at the meeting shall choose one amongst them to act as Convener
- c) Convener of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries

Policy implementation

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

Review of the Policy

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.