

# NOMINATION & REMUNERATION POLICY

INDIA HOME LOAN LIMITED  
504/504A, 5th Floor, Nirmal Ecstasy, Jatashankar Dossa Road, Mulund (W), Mumbai-  
400080 Maharashtra, India  
[www.indiahomeloan.co.in](http://www.indiahomeloan.co.in)

## Table of Contents :

SR. NO.	DESCRIPTION	PAGE NO.
1.	Introduction	
2.	Purpose & Objective	
3.	Definitions	
4.	Constitution of the Nomination and Remuneration Committee	
5.	Duties	
6.	Applicability	
7.	Appointment Criteria and Disqualification	
8.	Points to be considered while formulating the Policy	
9.	Policy	
10.	Performance Evaluation	
11.	Meetings & Reports	

### **1. Introduction :**

The Company considers human resources as its invaluable assets. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and listing agreement in order to pay equitable remuneration to all the Directors, KMPs and employees of the company and to harmonise the aspirations of human resources consistent with the goals of the company. This policy is framed for the members of the Board and for management aims at improving the performance and enhancing the value of the company by motivating and retaining them and to attract the right persons to the right jobs in the company.

### **2. Purpose and Objective :**

The objective and purpose of this policy are :

The purpose of this Remuneration Policy is to make the company a desirable workplace for competent employees and thereby secure competitiveness, future development and acceptable facilitate timely and adequate disclosure of material information or events which are unpublished and price sensitive, has a bearing on performance or operations of the Company or may result in a significant market reaction in the price of securities of the Company if the omission comes to light at a later date. This policy is based on the principles governing the disclosures as stated in the SEBI LODR Regulations and further lays down the guidelines for determining the materiality thresholds with respect to certain events or information of the Company as permitted under the SEBI LODR Regulations.

### **3. Definitions :**

“**Act**” means the Companies Act, 2013 and rules made thereunder and include any amendment(s)/modification(s) thereof.

“**Board**” means Board of Directors of the Company.

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable listing agreements and/or regulations.

“**Independent Director**” means a Director referred to in section 149(6) of the Companies Act, 2013 and rules.

“**Key Managerial Personnel**” (as defined in Section 2(51) of the Companies Act, 2013), in relation to the Company, means –

- i. Chief Executive Officer or the Managing Director or the Manager
- ii. Company Secretary
- iii. Whole Time Director
- iv. Chief Financial Officer and

v. Such other officer as may be prescribed by the Government.

**"Policy"** means this policy on criteria for determining materiality of events or information and as may be amended from time to time.

**"Promoter"** means a promoter as defined under clause (za) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

**"SEBI Listing Regulations"** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

**"Stock Exchange (s)"** means the stock exchange(s) where the Securities of the Company are listed;

#### **4. Constitution of Committee :**

The Board of Directors of the Company (The Board) shall constitute the committee to be known as the **Nomination and Remuneration/Compensation Committee** consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee."

#### **5. Duties :**

The Nomination and Remuneration/Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other Employees. The Key Objectives of the Committee would be:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
3. Formulation of criteria for evaluation of Independent Director and the Board.
4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
8. To develop a succession plan for the Board and to regularly review the plan.
9. To assist the Board in fulfilling responsibilities.
10. To Implement and monitor policies and processes regarding principles of corporate governance.

**6. Applicability :**

- a) Directors (Executive and Non Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel;
- d) Other Employees

**7. Appointment Criteria and Qualifications :**

- 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 to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Wholetime 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**8. Points to be considered while formulating the Policy :**

The Committee shall, While formulating the policy consider the following factors :

- (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:

## **9. Policy :**

The Policy is divided in three parts as follows :

### **1. Remuneration to Managing/ Whole-Time / Executive/Managing Director, KMP and Senior Management Personnel :**

The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director 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.

### **2. Remuneration to Non-Executive/Independent Director :**

The Non-Executive Independent Director may receive remuneration/ compensation/commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

### **3. Remuneration to other Employees :**

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

Decision on Annual Increments shall be made on the basis of this appraisal.

## **10. Performance Evaluation :**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

## **11. Meetings and Reports :**

The committee shall meet at least four times a year at such times and places as it deems necessary to fulfil its responsibilities.

The committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The committee shall make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate.

The committee shall prepare such reports as may be required by any law, rule or regulation to which the Company is subject.

The committee may invite such members of management to its meetings as it deems appropriate.