



Ramsons Projects Ltd.

RAMSONS PROJECTS LIMITED

NOMINATION AND
REMUNERATION POLICY

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1. Introduction

- 1.1. Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') mandates every listed entity to constitute a Nominations and Remuneration Committee.

The Company has constituted a Nomination and Remuneration Committee as mandated and required under the above quoted Act and Regulation.

- 1.2. Further pursuant to Para A of Part D of Schedule III i.e. 'Role of Nomination and Remuneration Committee', Committee is required to Formulate the criteria for following and recommend to the Board of Directors a policy relating to following matters:

1.2.1. Formulation of the Criteria for determining qualifications, positive attributes and independence of Director and recommend to the board of directors the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees;

1.2.2. Formulation of criteria for evaluation of performance of independent Directors and the Board of Directors;

1.2.3. Diversity of Board of Directors;

1.2.4. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

1.2.5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of Performance Evaluation of Independent Directors.

1.2.6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

- 1.3. Accordingly, Ramsons Projects Limited ('RPL' or the 'Company') herein sets out a Policy for Nomination and Remuneration of Directors, KMP and other Employees (Hereinafter referred to as the 'Policy').

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2. Scope and Purpose

This Policy is applicable on the Ramsons Projects Limited.

The Policy shall be formulated and recommended to Board by Nomination and Remuneration Committee and Key Objectives of the Committee are:

- 2.1. To assist the Board in finding the talent for the growth of Organization, identifying persons that hold Knowledge, expertise and Experience to hold the position of Director or Key Managerial Personnel or in the Senior Management of the Company.
- 2.2. To formulate the criteria for evaluation of performance of Independent Directors and Board of Directors.
- 2.3. To assist and guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management and in deciding whether to extend or continue the term of appointment of Independent Director, Key Managerial Personnel and Senior Management on the basis of report on Performance Evaluation.
- 2.4. To recommend to the Board, all remuneration, in whatever form, payable to senior management.

3. Definitions

- 3.1. **“BOARD”** means the Board of Directors of the Company.
- 3.2. **“COMPANY”** means Ramsons Projects Limited.
- 3.3. **“INDEPENDENT DIRECTOR”** means a director referred to in section 149(6) of the Companies Act, 2013 read with Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.4. **“KEY MANAGERIAL PERSONNEL”** or **“KMP”** means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder.

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As per Section 203 of the Companies Act, 2013, the following are whole time Key Managerial Personnel of the Company:

(i) Managing Director or Chief Executive Officer or the Manager and in their absence a whole-time Director;

(ii) Company Secretary; and

(iii) Chief Financial Officer.

3.5. **“NOMINATION AND REMUNERATION COMMITTEE”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Regulation 19 of the Listing Regulations.

3.6. **“REMUNERATION”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

3.7. **“SENIOR MANAGEMENT”** means personnel/ officers 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.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. Role of the Committee

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

The following matters shall be dealt by committee, following which shall be recommended to Board:

4.1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

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- 4.2. Formulation of criteria for evaluation of performance of Independent Directors and Board of Directors.
- 4.3. Devising a policy on diversity of board of directors
- 4.4. Identifying people who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board for their appointment, removal and extension of their service period.
- 4.5. Ensuring that the Board comprises of a balanced combination of Executive Directors, Non-Executive Directors and comply with the requirement of Women Director.
- 4.6. The Committee shall take into consideration and ensure the compliance of provisions of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors;
- 4.7. The Committee shall take into consideration whether to extend or continue the term of appointment of Independent Director and will also consider for the appointment, removal, and extension of appointment period on the basis of performance evaluation report and shall also take note of resignation of any KMP, or senior management personnel.
- 4.8. The Committee shall also consider and recommend to Board, all remuneration, in whatever form, payable to senior management.

5. Composition of Committee

The Composition of Nomination and Remuneration Committee shall be constituted in accordance with the provisions of section 178 of Companies Act, 2013 read with applicable rules and regulations and in accordance with the provisions of Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable rules and regulations as may be amended from time to time.

6. Frequency of the Meeting of the Committee

The meeting of the Committee shall be held at such regular intervals as may be required but not less than one meeting in a year.

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7. Committee Member's Interest

- 7.1. A member of the Committee shall not be present in the meeting when his or her own remuneration is discussed or when his or her performance is being evaluated.
- 7.2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. Appointment and Removal of Directors, KMP and Senior Management

8.1. Appointment criteria and qualifications

- 8.1.1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- 8.1.2. A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise, experience and insights in sectors / areas relevant to the Company and the ability to contribute to the Company's growth and complementary skills in relation to the other Board members.
- 8.1.3. Whole-time Key Managerial Personnel shall not hold office in more than one company except in its subsidiary company at the same time. However, a he/she can be appointed as a Director in any company subject to the same being intimated to the Board or being in accordance with the policy of the Company.
- 8.1.4. In case of an Independent Director, the proposed appointee should possess the desired attributes and should not suffer from any disqualifications as prescribed under Section 149(6) read with the relevant rules and SEBI (LODR) Regulations, 2015.

8.2. Term/Tenure:

8.2.1. **Managing Director/Whole-time Director:** The Company may appoint or re-appoint a person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time.

o re- appointment shall be made earlier than one year before the expiry of term.

8.2.2. **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 for another term up to five consecutive years 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 but he/she shall be eligible for appointment after the expiration or cooling off period of three years from ceasing to be an Independent Director. The terms and conditions of appointment will be as prescribed from time to time under the Companies Act, 2013 and the Listing Agreement.

9. **Remuneration of Managing Director / Whole-time Director / Executive Director, KMP and senior management personnel.**

- General:

1. The remuneration / compensation / commission etc. to the Whole-time Director, Managing Director, Executive Director and KMP shall be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company, if required.

2. The remuneration and commission to be paid to the Managing Director/Whole-time Director/Executive Director shall be in accordance with the overall limits as percentage / slabs / Conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the Schedule V and other applicable rules made thereunder and as per SEBI (LODR) Regulations, 2015.

3. Increments in the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director/Whole-time Director/Executive Director.

4. Where any insurance is taken by the Company on behalf of its Managing Director/Whole - time Director/Executive Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- Remuneration to Whole-time / Executive / Managing Director

1. Monthly pay:

The Managing Director/Whole-time Director/Executive Director may be eligible for monthly remuneration which shall be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, LTA, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders.

2. Performance Based Remuneration:

In addition to monthly remuneration the Company will implement a system of performance linked design to create a strong relationship between performance and remuneration. Performance-based incentives will be linked to specific performance targets which will be disclosed to relevant employees regularly.

3. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/Whole-time Director/Executive Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

4. Provisions for excess remuneration:

If any Managing Director/Whole-time Director/Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under sec 197 of the Companies Act, 2013 or without the approval required under sec 197, he / she shall refund such sums to the Company within 2 years or such lesser period as may be allowed by the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the Company by special resolution within 2 years from the date the sum becomes refundable.

- Remuneration to Non- Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the amount approved by the Board of Directors. subject to the upper limit of Rs. One Lakh per meeting or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Level & Composition of remuneration:

The Committee shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate non-executive directors of the quality required to run the company successfully.

- Remuneration to other KMPs and Senior Management Personnel:

1. Fixed pay:

The KMPs and Senior Management Personnel may be eligible for a monthly remuneration as approved by the Committee. The breakup of the pay scale and quantum of perquisites including employer's contribution to P.F, pension scheme, medical expenses, LTA, other perquisites, club fees etc. shall be decided and approved by the Committee.

2. Performance Based Remuneration

In addition to fixed remuneration the Company will implement a system of performance-linked pay/incentive designed to create a strong relationship between performance and remuneration. Performance-based incentive will be linked to specific performance targets which will be disclosed to relevant employees regularly.

The Nomination and Remuneration Committee will conduct annual performance appraisals for all Employees to monitor and review the appropriateness of each remuneration package.

Human Resources

The Human resources division of the company will monitor the day-to-day compliance with this policy.

10. Board Diversity

The Company acknowledges the importance of diversity in its broadest sense in the Boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, education, background, ethnicity and personal attributes. The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that woman with the right skills and experience can play in contributing to diversity of perspective in the Boardroom.

- a. The NRC shall review and evaluate Board composition to ensure that the Board and its Committees have the appropriate mix of skills, experience, independence and acknowledge to ensure their continued effectiveness. In

doing so, it will take into account diversity, including diversity of gender, amongst other relevant factors. The NRC will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

b. All appointments to the Board (as recommended by the NRC) shall be made on merit while taking into account suitability for the role, Board balance and composition, the required mix of skills, background and experience (including consideration of diversity and ethnicity). Other relevant matters such as independence and the ability to fulfil required time commitments in the case of Independent and Non-Executive Directors will also be taken into account.

c. The NRC shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly.

d. The Company will be able to ensure Board diversity if shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. The Company shall continue to provide sufficient information to the shareholders about the qualifications, expertise and characteristics of each Board Member

11. Disclosures

The Company shall disclose the Policy on Nomination and Remuneration on its website and the salient features of the policy and changes therein, if any, along with the web address of the policy shall be disclosed in the Board's report.

12. Policy Review and Amendment

a) This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of Listing Regulations with the Stock Exchanges.

- b) In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.
- c) This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee.

Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.