

## Annexure II

### Criteria for qualification, positive attributes of independence of Directors:

It is proposed that the following criteria be adopted for choosing independent directors, as and when a vacancy arises:

1. The total composition of the Board should consist of a mix of expertise and experience in the following fields:
  - Business Management
  - Finance & Accounts
  - Technology, Research and Development
  - Marketing
  - Investment Banking
  - Corporate & Business Laws
  - Public Relations and Corporate Communications
  - HRD and Leadership
  - Other disciplines related to the Company's business
2. The type of persons to be identified for appointment as Directors would depend on the skill-sets already available in the existing Board. The effort would always be to ensure that the overall expertise and skill-sets available at the Board level is as broad-based as possible.
3. The following additional factors shall also be taken into account while recommending individuals for appointment as independent directors.
  - The other directorships held by the proposed appointee, the ability for devoting adequate time and the willingness of the proposed appointee to participate in the Board and Committee meetings.

- The composite age profile of the Board of Directors as a whole. The effort will be to strike an appropriate balance of youth and experience.
- Present and potential conflict of interest of the proposed appointee in the various issues that may be coming up before the Board.
- Personal characteristics being in line with the Company's values, such as integrity, honesty and transparency.

## **Executive Directors**

The Policy relating to appointment of executive directors is to

- Provide adequate opportunity for career advancement of the executives already working in the company;
- Simultaneously attract talent from outside for direct recruitment as executive directors at the Board level.

## **Annexure III**

### **Remuneration Policy**

The Remuneration Policy of the Company is to design the compensation packages which are sufficient to attract, retain and motivate the person to put in his best performance and feel that the compensation paid to him is commensurate with his talent, experience and expertise.

Due care will be taken to ensure a remuneration package which is comparable to the pay and employment conditions with peers within the organization as well as the contemporary levels of compensation in the industry.

Increments and career advancement will be directly linked to the performance of the particular individual. Measurable performance indicators shall be designed and intimated to the employees to ensure objectivity and transparency in the performance evaluation.

#### **Remuneration of Executive Directors and Key Managerial Personnel**

The Nomination and Remuneration Committee shall consider the following criteria, while fixing the remuneration of the Executive Directors (Managing and Whole-time Directors) Key Managerial Personnel and other employees:

- Industry Bench Marks
- Performance of the Company compared to the performance of the industry
- Responsibilities shouldered
- Performance of the individual, and his track record
- Initiatives taken and leadership qualities exhibited.

For the Managing Director and Executive Directors' level, there will be a fixed component of salary, perquisites and allowances, and variable component of commission based on the net profit of the company, within the ceilings prescribed by the Statute.

#### **Remuneration of Non-executive Directors**

Non executive Directors will be paid a Sitting Fee as may be decided by the Board, within the ceilings prescribed under the Act.