

INDO RAMA SYNTHETICS (INDIA) LIMITED
(CIN: L17124MH1986PLC166615)**NOMINATION AND REMUNERATION POLICY**

[Pursuant to Regulation 19(4), Schedule-II, Part-D of SEBI (LODR) Regulations, 2015 and Schedule 178 of the Companies Act, 2013]

This Nomination and Remuneration Policy (the “Policy”) of Indo Rama Synthetics (India) Limited (the “Company”) applies to the Board of Directors (the “Board”), Key Managerial Personnel (the “KMP”), the Senior Management Personnel and other Employees of the Company.

1. OBJECTIVE

The Nomination and Remuneration Committee (the “Committee”) and this Policy are in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any amendments thereto.

The Key Objectives of the Committee would be:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

2. DEFINITIONS

The term “Key Managerial Personnel” (“KMP”) means and includes:

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Whole-time Director (WTD);
- (iii) the Chief Financial Officer (CFO);
- (iv) the Company Secretary;
- (v) Such other officer as may be prescribed;

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The term senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole-time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.”

3. ROLE OF COMMITTEE

The role of the Committee *inter-alia* will be the following:

- a) to formulate criteria for determining qualifications, positive attributes, and independence of a Director;
- b) to recommend the Board a policy relating to the remuneration of the directors, key managerial personnel, and other employees;
- c) to formulate criteria for evaluation of performance of Independent Directors and the Board and review its implementation and compliance;
- d) to identify persons who are qualified to become directors/ who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board for their appointment and removal;
- e) to recommend the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors; and
- f) to recommend to the Board, all remuneration, in whatever form, payable to senior management.

4. EVALUATION

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval (yearly).

Performance evaluation of KMPs, Senior Management Personnel and other employees shall be carried out by their respective reporting Executives and Functional Heads based on the Key Results Area (KRA) set at the beginning of the financial year.

Performance evaluation of Independent Directors shall be done by the entire Board of Directors, which shall include –

- (a) Performance of the Directors; and
- (b) Fulfillment of the independence criteria as specified in these regulations and their independence from the management.

Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.

5. MEMBERSHIP

- a) The Committee shall comprise of at least three Directors;
- b) All Directors of the Committee shall be non-executive directors;
- c) At least 2/3rd of the Directors shall be Independent Directors;
- d) The Chairman of the Nomination and Remuneration Committee shall be an Independent Director; and
- e) The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the Committee, whichever is greater, including at least one Independent Director in attendance.

6. CHAIRMAN

- a) The Chairman of the Committee shall be an Independent Director;
- b) The Chairperson of the Company may be appointed as a member of the Committee, but shall not be a Chairman of the Committee;
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman; and
- d) The Chairman of the Nomination and Remuneration Committee may be present at the Annual General Meeting, to answer the shareholders queries; however, it shall be upto the Chairman to decide who shall answer the queries.

7. TERM/ TENURE OF INDEPENDENT DIRECTOR

An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company but shall 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, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

8. REMUNERATION TO DIRECTOR

The Independent Director may receive remuneration by way of Sitting Fee for attending meetings of Board or Committee thereof.

The Remuneration of Whole-time Directors including Managing Director should reflect the overall remuneration philosophy and guiding principles of the Company. When considering the appointment and remuneration of Whole-time Directors, due consideration be given to

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pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The Committee while designing the remuneration package should consider the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time

9. FREQUENCY OF MEETINGS

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

10. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated; and
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

11. SECRETARY

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

12. 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; and
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

13. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

14. DISCLOSURE

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

15. POLICY REVIEW

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulations, or standard governing the Company, the relevant law, rule regulation or standard will take precedence over this until such time as this policy is changed to confirm to the said law, rule, regulation or standard.

Note: This Policy modified and approved by the meeting of Board of Directors held on 10th February 2023.