

Kaya Limited

NOMINATION & REMUNERATION **POLICY**

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1. Introduction:

- 1.1. In terms of Section 178 of the of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement as amended from time to time, this Nomination and Remuneration policy has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

2. Definitions

- 2.1. **"Act"** means the Companies Act, 2013 together with the Rules notified thereunder including any statutory modifications or re-enactments thereof for the time being in force.
- 2.2. **"Board"** means Board of Directors of the Company.
- 2.3. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- 2.4. **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- 2.5. **"Key Managerial Personnel" ("KMP")** means
- Chief Executive Officer or the Managing Director or the Manager,
 - Company Secretary,
 - Whole-time Director,
 - Chief Financial Officer and
 - Such Other Officer as may be prescribed under the applicable statutory provisions/regulations.
- 2.6. **"Senior Management"** means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors.

Senior Management shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

3. Membership of the Committee:

- 3.1. The Committee shall consist of a minimum three non-executive directors, majority of them being independent. The Chairman of the Committee shall be an Independent Director. Membership of the Committee shall be disclosed in the Annual Report.

4. Frequency of the meetings:

4.1. The meetings of the Committee shall be held atleast once in a financial year.

5. Objective and purpose of the Policy:

5.1. To lay down a framework in relation to appointment, removal and remuneration of Directors, and Key Managerial Personnel.

5.2. To carry out evaluation of the performance of Independent Directors and the Board.

5.3. To ensure the remuneration of the Directors, Key Managerial Personnel and Senior Management meets the appropriate performance benchmarks.

5.4. To attract, retain and motivate talent and to ensure long term sustainability of talented Managerial persons and create competitive advantage.

5.5. To preserve Board diversity and assist the Board in ensuring that plan is in place for orderly succession for appointments to the Board.

5.6. To ensure a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

5.7. recommend to the board, all remuneration, in whatever form, payable to senior management.

6. Appointment and Removal of Director, Key Managerial Personnel:

6.1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.

6.2. Due to reasons for any disqualification as mentioned in the Companies Act, 2013, and rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

7. Evaluation

7.1. The Committee shall carry out evaluation of performance of every Director and KMP at regular interval.

8. Term / Tenure

- 8.1. Managing Director/Whole-time Director:
 - a. The Company shall appoint or re-appoint any person as its Managing Director or Whole Time Director for a term not exceeding five years at a time.
 - b. No re-appointment shall be made earlier than one year before the expiry of term.
- 8.2. Independent Director:
 - a. 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 on passing of a special resolution by the company.

9. Remuneration of Directors, KMP and Senior Management:

- 9.1. The Committee shall lay down criteria relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- 9.2. The Committee shall determine the remuneration / compensation / profit-linked commission etc. to the Managing Director and Independent Directors and recommended to the Board for approval.
- 9.3. The remuneration payable to any Director/ Managing Director/or Whole-time Director shall be determined, in accordance with the clauses as laid down in the Articles of Association of the Company, and shall be subject to the prior / post approval of the shareholders of the Company, as required.
- 9.4. The Non-executive Independent Directors of the Company shall be paid sitting fees in terms of the Companies Act, 2013, and rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force. The quantum of sitting fees will be determined as per the recommendation of the Committee and approved by the Board of Directors of the Company.

10. Disclosure:

- 10.1. This shall be disclosed in the Annual Report.

11. General

- 11.1. The Policy would be subject to revision/amendment in accordance with the applicable laws. The Company reserves the right to alter, modify, add, delete or amend any of the provisions of this Policy.