

BLR LOGISTIKS (I) LTD

NOMINATION AND REMUNERATION POLICY

1) CHARTER:

Section 178 of the Companies Act, 2013 read with the Companies (Meeting of the Board and its Powers) Rules, 2014 prescribe certain classes of Companies to establish a Nomination and Remuneration Policy.

The Company has constituted Nomination and Remuneration Committee comprising of Independent and a Non-Executive Director as required under the said laws.

This Policy envisages the vision and outlook of the Company with respect to appointment and remuneration of Directors and KMP based on certain parameters as determined by the Company from time to time.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

2) PHILOSOPHY:

We believe that human resource is an integral part for lifelong sustainability of the Company. The Company strives to foster an environment that attracts and retain talent and design compensation programs based on merit and industry benchmarks.

The Board of Directors and Nomination and Remuneration Committee collectively shall be responsible for the efficient implementation of this policy from time to time.

3) GUIDING PRINCIPLES:

The Policy ensures that

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Management team. Directors of the quality required to run the Company successfully;
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and;
3. 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.

4) ROLE OF THE COMMITTEE

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

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of such duties.

5) APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

• **Appointment criteria and qualifications:**

1. 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.
2. 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 are sufficient / satisfactory for the concerned position.

• **Independent Director:**

1. 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 and disclosure of such appointment in the Board's report.

