

## **Director's Appointment & Remuneration Policy**

Garnet International Limited ("GIL" or the "Company") has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and the provisions of Clause 49.

### **Objective**

The objective of this Policy is to provide a consistent framework to the Committee to perform its functions in compliance with the Law pertaining to the appointment of, remuneration payable to and removal of, directors, key managerial personnel and senior management personnel and make appropriate recommendations to the Board.

### **Applicability**

This Policy shall be applicable to all Directors, Key Managerial Personnel, Senior Management Personnel and other employees of GIL, wherever applicable.

### **Definitions**

"Key Managerial Personnel (KMP)" means the Managing Director & CEO, Chief Financial Officer and Company Secretary.

"Senior Management Personnel" shall mean the Chief Operating Officers of the respective

SBUs of the Company, people designated as Executive Directors & Corporate Function heads.

### **Criteria for appointment and removal of Directors, Key Managerial Personnel & Senior Management**

#### 1. Appointment criteria and qualifications

- (a) Subject to Law and the HR Policy of the Company, the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and/or KMP in the manner as it deems fit and make appropriate recommendations to the Board.
- (b) If required and considered fit by the Committee, appropriate consultations shall be held with Management.

#### 2. Term / Tenure

The Term / tenure of the Directors shall be governed by and as prescribed under Law.

## **Remuneration payable to Directors, Key Managerial Personnel and other employees**

### **1. Managing Director / Whole-time directors**

- (a) The Nomination and Remuneration Committee shall make such recommendations to the Board, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time directors.
- (b) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time directors shall be governed by Law read with Management Regulations of the Company and be subject to the approval of shareholders of the Company and Central Government, wherever required.

### **2. Non-executive / Independent directors**

- (a) The Non-executive/ Independent directors 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 such amount as may be prescribed by Law.
- (b) The Non-executive/ Independent directors may be entitled to reimbursement of reasonable and direct expenses for participation in the Board and other meetings and profit related commission as may be approved by the shareholders of the Company which shall not exceed 1% of the net profits of the Company.
- (c) An Independent director shall not be entitled to any stock option.
- (d) The sitting fee paid to Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.

### **3. KMP, Senior Management Personnel and other employees**

- (a) The remuneration of KMP (excluding the MD & CEO) and Senior Management Personnel shall be governed by the HR Policy of GIL on the basis of recommendation of the Chairmen of the Company.
- (b) The remuneration of other employees shall be governed by the HR Policy of GIL.
- (c) The remuneration shall be subject to applicable taxes and the Company may withhold there from any amounts as are required to be withheld pursuant to the applicable laws. Any tax liability arising in respect of payments made pursuant to the remuneration shall be borne solely by the respective director, KMP and senior management personnel.

#### **Appointment criteria and qualification:**

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment.

For the appointment of KMP (other than Managing / Whole time Director) or Senior Management, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole time Director) or Senior Management, the Managing Director is authorized to identify and appoint a suitable person for such position. However, if the need be, the Managing Director may consult the Committee / Board for further directions / guidance.