

## **AMBUJA CEMENTS LTD.**

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### **POLICY FOR SELECTION, APPOINTMENT & REMUNERATION OF DIRECTORS AND REMUNERATION POLICY FOR SENIOR MANAGEMENT EMPLOYEES**

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The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board Directors and Managing Director & CEO and their remuneration. The Charter also deals with the remuneration Policy for Senior Management Employees. This Policy is accordingly derived from the said Charter.

#### **1. Criteria of selection of Non Executive Directors**

- i. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance & taxation, law & governance and general management.
- ii. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the Independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- iii. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act 2013.
- iv. The N&R Committee shall consider the following attributes / criteria whilst recommending to the Board the candidature for appointment as Director.
  - a. Qualification, expertise and experience of the Directors in their respective fields;
  - b. Personal, Professional or business standing
  - c. Diversity of the Board
- v. In case of re-appointment of Non Executive Directors, the Board shall, take into consideration the performance evaluation of the Director and his engagement level.

#### **2. Remuneration**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act 2013 and The Companies Managerial Remuneration Rule 2014;
- ii. A Non Executive director will also be entitled to receive commission on an annual basis of such sum as may be approved by the Board on the recommendation of the N&R Committee;
- iii. The N&R Committee may recommend to the Board, the payment of commission on uniform basis to reinforce the principles of collective responsibility of the Board.
- iv. The N&R Committee may recommend a higher commission for the Chairman of the Board of Directors taking into consideration his overall responsibility;
- v. In determining the quantum of commission payable to the Directors, the N&R Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
- vi. The N&R Committee may recommend to the Board, for the payment of additional commission to those Directors who are Members on the Audit Committee and the Compliance Committee of the Board subject to a ceiling on the total commission payable may be decided;
- vii. In addition to the remuneration paid under Clause (ii) and (vi) above, the Chairman of the Audit Committee shall be paid an additional commission as may be recommended to the Board by the N&R Committee;
- viii. The total commission payable to the Directors shall not exceed 1% of the net profit of the Company;
- ix. The Commission shall be payable on prorata basis to those Directors who occupy office for part of the year.
- x. The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company;

### **3. Managing Director & CEO**

#### **Criteria for selection / appointment**

For the purpose of selection of the MD & CEO, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation if any, received from any member of the Board.



The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and qualifications as laid down under the Companies Act or other applicable laws.

### **Remuneration for the Managing Director & CEO**

- i. At the time of appointment or re-appointment, the Managing Director & CEO shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director & CEO is broadly divided into fixed and variable component. The fixed compensation shall comprise salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise of performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall consider the following:
  - a. the relationship of remuneration and performance benchmarks is clear;
  - b. balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals;
  - c. responsibility required to be shouldered by the Managing Director & CEO and the industry benchmarks and the current trends;
  - d. the Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs

### **Remuneration Policy for the Senior Management Employees**

- i. "Senior Management Employees" means the Key Managerial Personnel as defined under the Companies Act, 2013 and the members of the Executive Committee.
- ii. In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall consider the following:
  - a. the relationship of remuneration and performance benchmark is clear;
  - b. balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

- c. the remuneration is divided into two components viz. fixed component of salaries, perquisites and retirement benefits and variable component of performance based incentive;
  - d. the remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market;
- iii. The Managing Director & CEO will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned hereinabove, recommends the annual increment and performance incentive to the N&R Committee for its review and approval.
  - iv. The Managing Director will present a summary of the Qualitative Assessment of each of the Senior Management Employees in terms of their leadership style, their individual growth needs and the objectives set for the forthcoming years.

<p>Sd/-</p> <p><b>NASSER MUNJEE</b>  <b>CHAIRMAN – NOMINATION AND</b>  <b>REMUNERATION COMMITTEE</b></p>	<p>Sd/-</p> <p><b>N.S.SEKHSARIA</b>  <b>CHAIRMAN – BOARD OF DIRECTORS</b></p>
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