

NOMINATION AND REMUNERATION POLICY

The Remuneration Committee of ITD Cementation India Limited (“the Company”), which was constituted in 1994, was renamed the “Remuneration Committee” as “Nomination and Remuneration Committee” and approved Terms of Reference.

The Board of the Company has adopted this Policy pursuant to the relevant provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations).

1. OBJECTIVE

The Nomination and Remuneration Committee (NRC) has been constituted pursuant to Section 178 of the Act, along with the applicable rules thereto and Regulation 19 read with Part D of Schedule II of the Listing Regulations and this Policy is in compliance therewith.

2. DEFINITIONS

(a) Key Managerial Personnel: Key Managerial Personnel means—

- (i) Chief Executive Officer or the Managing Director or the Manager;
- (ii) Whole-time Director;
- (iii) Chief Financial Officer;
- (iv) Company Secretary and
- (v) such other officer as may be prescribed by the Act or rules made thereunder.

b) Senior Management Personnel: Senior Management means personnel of the company who are members of its core management team, excluding the Board of Directors and normally this 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 the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

3. APPLICABILITY

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

4. CONSTITUTION, COMPOSITION, QUORUM:

- (a) The Committee shall comprise of such number of Members, its composition and quorum requirements shall be such as are required in terms of the Act and /or the Listing Regulations, as amended from time to time.
- (b) (i) The Chairman/Chairperson of the Committee will be an independent director from amongst the members of the Committee or as may be required in terms of the Act and/or the Listing Regulations, as may be amended from time to time. In the absence of the Chairman/Chairperson, members of the Committee present at the meeting shall choose one of their members to act as Chairman/ Chairperson.
- (ii) The Chairman of the Company is a member of the Committee but will not chair the Committee.
- (iii) The Chairman / Chairperson of the Committee or in his / her absence any member of the Committee nominated by the Chairman / Chairperson shall be present at the AGM to answer shareholders queries.

5. Meetings and invitees to meetings:

- The NRC shall meet at least once in financial year or at such intervals as may be required in terms of the Act and / or the Listing Regulations, as amended from time to time.
- The Committee will meet as and when required or mandated by the Board or the Chairman of the Committee.
- The Committee may invite such executives, as it considers appropriate to be present at any meeting of the Committee.
- The Company Secretary shall act as Secretary of the Committee and provide assistance to it.

6. Role and Functions of the Committee relating to Nomination:

The role and functions of the Committee shall be such as are required in terms of the Act and/or the Listing Regulations, as may be amended from time to time, which are as follows:

- (a) Review the Board structure, size and composition and make recommendations to the Board in this regard;
- (b) To identify persons who are qualified to become directors (including appointments to committees) and who may be appointed in Senior Management in accordance with the criteria laid-down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;.
- (c) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (d) To recommend to the Board plans for succession, in particular, of the Managing Director, the Executive Directors, Key Managerial Personnel and Senior Management Personnel;
- (e) To evaluate the performance of the Board and Senior Management Personnel on certain pre-determined parameters as may be laid down by the Board as part of the self-evaluation process
- (f) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and

- iii. consider the time commitments of the candidates.
- (g) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (h) recommend to the board, all remuneration, in whatever form, payable to senior management.
- (i) devising a policy on diversity of board of directors

7. Functions and Responsibilities of the Committee relating to Remuneration:

The functions and responsibilities of the Committee in relation to remuneration will be as under:

7.1 Relating to the Company:

- The Committee to formulate and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and Senior Management.
- The Committee while formulating the above policy shall ensure that –
 - (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance be clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management personnel 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.

- Evaluate and approve the Company's remuneration plan, annual salary increase principles and budgets, policies and programs such as succession planning, employment agreements, severance agreements, and any other benefits.
- Review progress on the Company's leadership development programs, including for promotion to the board, employee engagement initiatives and employee surveys.
- Evaluate issues pertaining to the appointment of, and remuneration payable to, Senior Management Personnel.
- Evaluate terms and conditions relating to the Annual and Long Term Incentive Plans of the Company, including plan design, supervision and payouts.
- Consider and approve matters relating to normal retirement plans, Voluntary Retirement and Early Separation Schemes for employees of the Company.

7.2 Relating to the Performance and Remuneration of the Executive Vice Chairman, Managing Director, Executive / Whole time Directors, Key Managerial Personnel and Senior Management Personnel:

- Establish key performance metrics to measure the performance of the Executive Vice Chairman, Managing Director, Executive / Whole time Directors, Key Managerial Personnel and Senior Management Personnel including the use of financial, non-financial and qualitative measures.
- Evaluate Senior Management Personnel team performance regularly to strengthen the cumulative annual assessment and to provide timely feedback to the assessed individuals.
- Review and recommend to the Board the remuneration and performance bonus or commission of the Executive Vice Chairman, Managing Director, Executive / Whole time Directors and Key Managerial Personnel and Senior Management Personnel.

7.3 Relating to the Performance and Remuneration of the Non-Executive Directors:

- Define the principles, guidelines and process for determining the payment of commission to non-executive directors of the Company.

7.4 Relating to the appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager:

- The appointment or a re-appointment of a person, including as a managing director or a whole-time director or a manager, who was earlier rejected by the shareholders at a general meeting, shall be done only with the prior approval of the shareholders, shall contain a detailed explanation and justification by the Nomination and Remuneration Committee and the board of directors for recommending such a person for appointment or re-appointment in the statement referred to under sub-section (1) of section 102 of the Companies Act, 2013, annexed to the notice to the shareholders.

8. OTHER FUNCTIONS:

Perform such other activities within the scope of this Policy as may be requested by the Board of Directors or under any regulatory requirements.

9. DISCLOSURE:

This Policy as amended from time to time shall be disclosed in the Board's Report.

10. NOMINATION DUTIES:

- a) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

11. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

- a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and

motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- b) to approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) to consider any other matters as may be requested by the Board;
- e) professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETINGS:

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

- 13.** In case of any inconsistency of the Policy with that of the provisions laid down under the Act and Listing Regulations and/or for the matters not provided for in the Policy, the provisions of the said Act and Listing Regulations shall prevail accordingly.

Place: Mumbai

Date: 12 February, 2025

(JAYANTA BASU)
MANAGING DIRECTOR