

JRD FINANCE LIMITED

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company in compliance of Section 178 of the Companies Act, 2013.

COMPOSITION OF THE COMMITTEE:			
The Board has changed the composition of Nomination and Remuneration Committee w.e.f. 14th August, 2021. Currently, the Committee comprises of following Directors			
Sr. No.	Name of the Director	Position	Category
1.	Mr. Himangshu Mondal	Chairman	Independent Director
2.	Mr. Dilip Kumar Choudhary	Member	Non Executive Director
3.	Mr. Jitendra Kumar Bhagat	Member	Independent Director

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

APPLICABILITY:

This Policy is applicable to all Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

ROLE OF COMMITTEE:

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

- ☑ To identify persons who are qualified to become Directors, KMP and Senior Management personnel;
- ☑ To recommend to the Board for appointment and removal of Director, KMP and Senior Management personnel;
- ☑ To formulate criteria for determining qualification, positive attributes and independence of a Director;

- ☑ To formulate criteria for evaluation of Independent Director and the Board;
- ☑ To recommend to the Board a policy for remuneration of Directors, KMP and Senior Management Personnel;
- ☑ To formulate the policy of remuneration and ensures that -
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and;
 - c. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- ☑ To devise a policy on Board diversity;
- ☑ To carry out any other responsibilities and duties delegated to it by the Board from time to time.

APPOINTMENT CRITERIA AND QUALIFICATIONS:

☑ The Committee shall identify, ascertain the integrity, qualification, expertise, experience of a person and recommend to the Board for his/her appointment as Director/ KMP/Senior Management Personnel of the Company.

☑ KMP /Senior Management Personnel:

The Remuneration to be paid to KMP/Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

EVALUATION:

The Performance evaluation is to be conducted as per the provision of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Committee shall carry out evaluation of performance on a yearly basis.

The Committee shall monitor and review board evaluation framework, conduct an assessment of the performance of the Board against criteria as determined and approved by the Committee.

The performance evaluation of Independent Directors shall be done by entire Board of Directors, excluding the director being evaluated and evaluation of the board as a whole shall be done by the Independent Directors.

AMENDMENTS:

This policy can be amended by the Board of Directors on its own or based on the recommendation made by the Nomination and Remuneration Committee from time to time.