

NOMINATION & REMUNERATION POLICY OF OSIAJEE TEXTFAB LIMITED

Introduction:

Pursuant to provisions of Section 178 of Companies Act, 2013 & rules made thereunder and Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Remuneration Committee of **Osiajee Textfab Limited** (“the Company”) has been formed to review and make recommendations on annual salaries, performance commission, perquisites and other employment conditions of the Executive Directors, Key Managerial Personnel and other employees. In order to align with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board changed the nomenclature of “Remuneration Committee” as “Nomination and Remuneration Committee”.

Key Objectives of Policy:

The primary objective of this Policy is to provide a framework and set standards for the nomination and remuneration of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and functional skills amongst its Directors, Key Managerial Personnel and Senior Management and to remunerate them appropriately. This policy is applicable to:

1. Directors viz. Executive Directors, Non-executive Director, Whole Time Director, Managing Director and Independent Director;
2. Key Managerial Personnel;
3. Senior Management Personnel and
4. Other Employees of the Company

The said policy is applicable with immediate effect

The Appointment Policy for Independent Directors, Key Managerial Personnel & Senior Executives will be as under:

(A) Independent Directors:

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

☞ Remuneration Policy for Directors, Key Managerial Personnel and other employees will be as under:

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

- a. The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;
- b. Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short and long term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work related benefits;
- c. The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

☞ Chairman:

- a. Chairman of the Committee shall be an Independent Director.
- b. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

☞ Frequency of Meetings:

The meeting of the Committee shall be held at such regular intervals as may be required.

☞ Review & Amendment

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. The Committee may issue guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary. This Policy may be amended by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.
