

## **Nomination and Remuneration Policy**

### **(I) Policy for appointment of Director, Key Managerial Personnel (KMP) and Senior Management Appointment Criteria, Performance Evaluation and Removal:**

The Director, KMP and Senior Management shall possess adequate qualification, experience and expertise with following attributes/skills:

- a) Cultural fit and Personal values
- b) Vision and strategic management
- c) Change management and influencing change

An independent director shall have impeccable reputation of integrity, deep expertise and insights and complementary skills and shall meet the requirements prescribed under Companies Act and the Listing Agreement.

The Nomination and Remuneration Committee shall carry out an evaluation of performance of every Director, KMP and Senior Management Personnel on a yearly basis.

Due to any reasons for disqualification mentioned in the Companies Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board, with reasons recorded in writing, the removal of a Director, KMP or Senior Management Personnel, subject to the provisions and compliance of the said Act, rules and regulations.

### **(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees**

#### **A. Non-Executive Directors (NED) - other than a director nominated by Compagnie de Saint-Gobain**

The sitting fees payable to NEDs other than a director nominated by Compagnie de Saint-Gobain, for attending the meetings of the Board and its Committees is :

- For Board and Audit Committee meetings: sitting fees of Rs.50,000 per meeting.
- For other Committee meetings: sitting fees of Rs.30,000 per meeting.

#### **B. Managing Director, Key Managerial Personnel & other employees**

The Remuneration Policy of the Company recognizes and is based on position and performance. It is aimed at attracting and retaining high-caliber talent. The quantum of an employee's remuneration and its components varies across grades and is determined by industry practices and comparisons, qualifications, experience, responsibilities and performance. Most employees are covered by an incentive plan which is linked to performance of the Department/Function/ Business/Company against annual objectives. The remuneration system maintains a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The company has no stock option plans. All the employees of the Company are eligible to purchase shares of Compagnie de Saint-Gobain, the ultimate holding Company, under the Employee Share Purchase Plan, which is offered globally.

The above criteria and policy are subject to review by the Nomination and Remuneration Committee and the Board of Directors of the Company.