

DHANALAXMI ROTO SPINNERS LIMITED

REMUNERATION POLICY

1. Preamble

*This Policy shall be called “Policy on Remuneration” (hereinafter referred to as “**Remuneration Policy**”).*

The Remuneration Policy of the Company is designed to keep pace with the business environment and market linked positioning and to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages.

*The Company has constituted a Nomination and Remuneration Committee (“**Committee**”), which determines and recommends to the Board the remuneration payable to Directors, Key Managerial Personnel (KMP), Senior Management and other Employees. The Nomination and Remuneration Committee of the Company also reviews and recommends the quantum and payment of annual salary and commission and other employment conditions of the Directors, Key Managerial Personnel (KMP), Senior Management and other Employees. The Committee takes into consideration the best remuneration practices being followed in the industry while fixing appropriate remuneration packages.*

2. Definitions

*2.1 “**Act**” means the Companies Act, 2013 and rules made there under.*

*2.2 “**Board of Directors**” or the “**Board**” shall mean the Board of Directors of the Company, as constituted from time to time.*

*2.3 “**Company**” means Dhanalaxmi Roto Spinners Limited.*

*2.4 “**Key Managerial Personnel**”, shall have the meaning as defined under the Act and includes:*

- i) Chief Executive Officer or the Managing Director or the Manager;*
- ii) the Company Secretary;*
- iii) the Whole-Time Director;*
- iv) the Chief Financial Officer; and*
- v) Such other officers as may be prescribed;*

*2.5 “**Other Employees**” means, all the employees other than the Directors, KMPs and the Senior Management Personnel.*

*2.6 “**Senior Management**” mean personnel of the Company who are members of its core management team other than the Board of Directors. It comprises of all members of the management who are one level below the Executive Directors and include the functional heads.*

All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them as per the Companies Act 2013 and the rules, notifications and circulars made/issued there under, as amended, from time to time.

3. Key Principles of the Policy

While designing compensation for Directors, Key Managerial Personnel and Senior Management, the following set of principles act as guiding factors:

- a) Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders;*
- b) Minimize complexity and ensure transparency;*
- c) Link to long term strategy as well as annual business performance of the Company;*
- d) Promotes a culture of meritocracy and is linked to key performance and business drivers; and*
- e) Reflective of line expertise, market competitiveness so as to attract the best talent.*

4. Objective and Purpose of the Remuneration Policy:

- a) To determine remuneration based on the Company's business outlook, financial position, growth and trends and practices on remuneration prevailing in competitive compensation.*
- b) To align reward and recognition mechanism directly to the effort, performance, dedication and achievement relating to the Company's operations.*
- c) To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.*
- d) To 'Pay for Performance' i.e. the remuneration shall be linked to the performance and to strike the right balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the goals of the company.*
- e) To ensure compliances and maintain high standards of Corporate Governance.*
- f) To achieve the above mentioned objectives following policy has been formulated.*

5. Remuneration to Executive Director and key managerial personnel

5.1 The Board on the recommendation of the Nomination and Remuneration (NR) Committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limit approved by the shareholders.

5.2 The Board on the recommendation of the Nomination and Remuneration Committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

5.3 The remuneration structure to the Executive Director and key managerial personnel shall include Basic pay and Perquisites and Allowances

5.4 The Annual plan and Objectives for Executive committee shall be reviewed by the Nomination and Remuneration Committee and Annual performance Bonus may be approved by the committee based on the achievement against the Annual plan and Objectives.

6. Remuneration to Non – Executive Directors

6.1 Presently the Company's policy on remuneration does not provide for remuneration to non-executive Directors except for payment of sitting fees for attending the meetings of the Board.

6.2 Further the executive Directors are not paid any sitting fees for attending meetings of the Board.

7. Remuneration to other employees

7.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

8. Disclosure

The Policy shall be disclosed as required under the Companies Act, 2013.

9. Amendments to the Policy and Policy Review

This Policy is framed pursuant to the provisions of the Act. In case of any subsequent changes in the provisions of the Act and rules there under or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over this Policy and the provisions in this Policy would be modified in due course to make it consistent with applicable provisions of the law.

Any changes or modification on the Policy as recommended by the Nomination and Remuneration Committee would be placed before the Board of Directors of the Company for their approval.

The Board of Directors of the Company may, subject to the applicable law, is entitled to amend, modify, suspend or rescind this Policy, at any time.

Any ambiguities, interpretative issues, difficulties will be resolved by the Board of Directors of the Company in line with the broad intent of this Policy read with the applicable provisions of the Act, rules and regulations made there under.