

## NOMINATION AND REMUNERATION POLICY

### 1. Introduction

The Board of Directors (“**Board**”) of Infinite Computer Solutions (India) Limited (“**Company**”) has adopted the following policy for nomination and remuneration of Directors, Key Managerial Personnel (“**KMP**”), Senior Management Personnel and other Employees.

This Policy will be applicable with effect from October 01, 2014 and has been formulated in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 (“**the Act**”) and Rules made thereunder.

### 2. Policy Objective

- a. To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down by the Nomination & Remuneration Committee and recommended to the Board for their appointment and removal.
- b. To lay down criteria to carry out evaluation of every Director’s /KMP/Senior Management Personnel and other employees’ performance.
- c. To formulate criteria for determining qualification, positive attributes and Independence of a Director;
- d. To recommend to the Board the criteria, relating to remuneration of directors, key managerial personnel and other employees.

### 3. Definitions

“**Board of Directors**” means the “Board of Directors” of Infinite Computer Solutions (India) Limited.

“**Company**” means Infinite Computer Solutions (India) Limited.

“**Independent Director**” means a Director who satisfies the criteria of independence as prescribed under the Companies Act, 2013.

“**Key Managerial Personnel**” or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes: -

- I. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
- II. Company Secretary; and
- III. Chief Financial Officer

IV. Such other officer as may be prescribed

“**Nomination & Remuneration Committee**” means “Nomination & Remuneration Committee” constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013.

“**Policy**” means the Nomination & Remuneration Policy.

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

“**Senior Management Personnel**” means, the personnel of the Company who are members of its core management team excluding Board of Directors and KMPs, comprising of all members of management on level below the Executive Directors including the functional heads.

### 3. Constitution

- a. The Board shall determine the membership of the Nomination & Remuneration Committee in line with the requirements under the Act and may change it from time to time.
- b. The Committee shall comprise of at least three non- executive directors, of which not less than one-half shall be Independent Directors.
- c. The Company Secretary shall act as Secretary to the Committee

### 4. Policy

This policy is divided into three parts:

#### 4.1 Appointment & Removal

- a. **Criteria for identifying persons who are qualified to be appointed as a Director / KMP / Senior Management Personnel / Other Employees of the Company:**
  - i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
  - ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder or any other enactment for the time being in force.

- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder or any other enactment for the time being in force.
- iv. The Independent Director shall meet the criteria of independence under the provisions of the Companies Act, 2013, rules made thereunder
- v. The other employees shall be appointed as per the policy and procedure of the Company.

**b. Term / Tenure:**

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder, as amended from time to time.

The Term/Tenure of the KMP's/Senior Management Personnel and other employees shall be as per the companies prevailing policy.

**c. Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director. Further, KMP or Senior Management Personnel and other employee can be removed in accordance with the companies prevailing policy

**d. Retirement:**

The director, KMP, senior management & other employees shall retire as per the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and the prevailing policy of the Company. The Board will have the discretion to retain the director, KMP, & senior management personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **4.2 Remuneration**

The level and composition of remuneration to be paid to the Managing Director, Whole-Time Director(s), Non-Executive Director(s), KMP's, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMP's, Senior Management and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **1. Director/ Managing Director**

Besides the above criteria, the Remuneration/ Compensation/ Commission / Bonus etc. to be paid to Director/ Managing Director shall be governed as per provisions of the Companies Act, 2013 read with the applicable schedule and rules made thereunder or any other enactment for the time being in force.

## **2. Non-Executive Independent Directors**

The Non-Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. Independent Directors shall not be entitled to stock option.

## **3. Senior Management Personnel / KMPs**

The Remuneration to be paid to Senior Management Personnel / KMP's shall be based on the experience, qualification and expertise of the related personnel and shall be decided by the Managing Director & CEO of the Company in consonance with the limits, if any, prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

## **4. Other Employees**

The power to decide structure of remuneration for other employees has been delegated to the HR Department of the Company.

### **4.3 Evaluation**

#### **1. Evaluation of Directors:**

The performance of the Non-Executive Non-Independent Director, if any, shall be evaluated by the Independent Directors in their separate meeting where the performance of Non-Independent Director(s) and the Board as a whole shall be considered.

The performance of Independent Directors shall be evaluated by the entire Board of Directors excluding the Director being evaluated.

#### **2. Criteria for Evaluation of Directors**

The Director(s) shall be evaluated on the following broad criteria's:

- (a) act objectively and constructively while exercising their duties;
- (b) exercise their responsibilities in a bona fide manner in the interest of the company;

- (c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- (d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (e) refrain from any action that would lead to loss of his independence
- (f) inform the Board immediately when they lose their independence,
- (g) assist the Company in implementing the best corporate governance practices.
- (h) strive to attend all meetings of the Board of Directors, the Committees and the general meetings of the Company, regularly and timely, without delay.;
- (i) participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
- (j) keep themselves well informed about the Company and the external environment in which it operates;
- (k) do not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- (l) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- (m) abide by Company's Memorandum and Articles of Association, Companies Act, rules made thereunder and, Company's policies and procedures including code of conduct, insider trading guidelines etc.
- (n) Any other factor that the Independent Director(s) / Board of Directors may consider necessary for such evaluation.
- (o) Demonstrates highest level of integrity and safeguards the confidentiality.
- (p) Function as an effective team member
- (q) Understands and fulfills the functions assigned by the Board and the law. (E.g. Law imposes certain obligations on Independent Directors)
- (r) Actively takes initiative with respect to various areas.
- (s) Exercises his/ her own judgement and voices opinion freely (only for Independent Directors)
- (t) Such other criteria as may be determined by Nomination and Remuneration Committee

Further Executive Director(s) shall also be evaluated on the basis of targets / Performance of the Company / any other Criteria as may be given to them by the board from time to time.

The Evaluation shall be conducted as per the detailed questionnaire approved by the Nomination and Remuneration Committee.

### **3. Criteria for evaluating performance of Key Managerial Personnel and Senior Management Personnel:**

Criteria for evaluating performance of KMP's and Senior Management Personnel shall be as per the Key Responsibility Area's (KRA) allotted to them at the beginning of the year by their respective reporting heads.

#### **4. Criteria for evaluating performance of Other Employees:**

The power to decide the criteria for evaluating performance of other employees has been delegated to HR Department of the Company.

### **5. Disclosures**

The salient features of the Policy shall be disclosed every year in the Board's Report forming part of the Annual Report of the Company, including uploading the same on Company's website.

### **5. Policy Review**

1. This Policy is framed based on the provisions of the Act and rules thereunder.
2. In case of any subsequent changes in the provisions of the Act 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 the policy and the provisions in the policy would be modified in due course to make it consistent with law.
3. The Board of Directors may review or amend this policy, in whole or in part, from time to time, after taking into account the recommendations from the Nomination & Remuneration Committee.