



REMUNERATION POLICY

PREFACE

Section 178 of the Companies Act, 2013 and rules framed thereunder requires every listed company and such class or classes of companies, as may be prescribed to adopt a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

IndoStar Capital Finance Limited (“ICF” or “Company”), being a listed company as per the provisions of Companies Act, 2013, proposes to formulate a Remuneration Policy (“Policy”) for the same.

POLICY OBJECTIVE

The purpose is to have a Remuneration Policy that is consistent with and promotes sound and effective risk management, and which is aligned with the Company’s strategy, values and goals and the interests of stake holders and investors.

The Nomination and Remuneration Committee has developed this Policy keeping in view the following aspects:

- (a) The level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate Directors and Employees of the quality required to run the Company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (c) Maintain appropriate balance between fixed and incentive pay in remuneration to Directors, Key Managerial Personnel and Senior Management reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- (d) Align the growth of the Company and development of Employees and accelerate the performance;
- (e) To motivate and retain the quality Employees; and to attract other highly qualified executives to work in ICF, as and when required;
- (f) To give a rational and fair treatment to Employees;
- (g) To create a transparent system of determining the appropriate level of remuneration throughout all levels of the Company;
- (h) Encourage people to perform to their highest level;
- (i) Allow the Company to compete in each relevant employment market;
- (j) Provide consistency in remuneration throughout the Company;
- (k) Align the performance of the business with the performance of key individuals and teams within the Company.

DEFINITIONS

- (a) **“Act”** means the Companies Act, 2013 and the Rules framed thereunder;
- (b) **“Board”** means Board of Directors of the Company for the time in force;
- (c) **“Company”** or **“ICF”** means “IndoStar Capital Finance Limited”;
- (d) **“Committee”** or **“NRC”** means “Nomination and Remuneration Committee” of the Board of the Company, as may be reconstituted by the Board and as may subsist from time to time;
- (e) **“Director”** means person appointed as Director on the Board of the Company pursuant to the applicable provision of the Act and includes Independent Directors of the Company;
- (f) **“Division”** or **“Business Unit”** or **“Department”** means every division/ department of the Company, and also includes Division as renamed and new Divisions setup from time to time.
- (g) **“Department Head”** or **“Functional Head”** or **“Business Head”** means Employee of the Company who are designated as such or in charge of one or more Department and person who are designated as Head for the time being, by the Managing Director.
- (h) **“Executive Director”** means person appointed as Whole-Time Director, Executive Director or Managing Director, and holding office as such pursuant to the applicable provision of the Act.
- (i) **“Employees”** means and includes person who is confirmed for full time employment of the Company from time to time and are on the payroll of the Company.
- (j) **“Key Managerial Personnel”** or **“KMP”** means persons as defined in the Act and as appointed in the employment of the Company.
- (k) **“Remuneration Policy”** or **“this Policy”** means this Policy for remuneration of Directors, KMP and Employees of the Company as set out hereby, recommended by the Committee and approved by Board as amended from time to time.
- (l) **“Senior Management”** means personnel in employment of the Company who are members of core management team excluding Directors comprising all members of management one level below the Executive Directors, including the KMP, Functional Head and Business Heads.

EFFECTIVE DATE OF THE POLICY

The NRC had approved and recommended this policy for approval of Board in its meeting held on 15 May 2015. Subsequently, the Board approved the policy in its meeting held on 15 May 2015.

The effective date of Policy is 1 April 2015.

NOMINATION AND REMUNERATION COMMITTEE

The Board has re-constituted the existing Compensation & Nomination Committee and changed its nomenclature to Nomination & Remuneration Committee comprising of 3 (three) Non-Executive Directors and 3 (three) Independent Directors pursuant to the provision of the Act and Prudential Norms prescribed by the Reserve Bank of India for Non- Banking Financial Companies. The Composition of the NRC is as per the requirement of the Act and will be maintained so at any given point of time. The NRC is playing statutory and consultative role in building appropriate remuneration structure in the Company. The recognition and appreciation of experience, expertise, advise, efforts and contribution provided by the Directors, KMP, Senior Management and dedication of Employees is to be considered as the foundation to strategize the remuneration structure. The Committee would also consider that composition of remuneration needs to be reasonable and sufficient to attract, retain and motivate directors and senior management of the quality required to run the Company successfully.

In its consultative role and guiding force, the Committee will provide its recommendations to the Board in respect to matter and tasks as may be assigned by the Board from time to time. The Committee may recommend to the Board as how to effectively structure and facilitate a remuneration strategy, which will meet the needs of the Company.

MONITORING AND IMPLEMENTATION OF THIS POLICY

The Committee shall for effective implementation and monitoring of this Policy:

- take assistance of Human Resource Department whenever required;
- seek attendance of Department Heads/ Functional Head and obtain relevant data, details and analysis as the Committee may think necessary;
- seek advice of external experts, advisors or consultant(s), if required.

REMUNERATION OF NON-EXECUTIVE DIRECTORS

The remuneration of the Non-Executive Director (“NED”) including Non-Executive Independent Director (“NEID”) includes remuneration by way of commission, sitting fees or in any other manner as may be decided by the NRC, Board of Directors and Shareholders of the Company, in accordance with provisions of the Act.

Payment of remuneration to the NEIDs is to be based on their attendance and contribution at the Board and certain Committee Meetings, as well as time spent on operational matters other than at the meetings.

- Sitting fees

The NED’s and NEID’s may be paid sitting fee for attending meeting of the Board of Directors and for Committee(s) of which he is member, as may be decided by the Board of Directors with the overall limits in the Act.

- Remuneration

The NED may be paid remuneration by way of commission as a percentage of profits on annual basis or in any other manner as may be decided by the NRC, Board of Directors and Shareholders of the Company, pursuant to the applicable provisions the Act subject to approval of Members of the Company.

The payment of remuneration to NEDs will be placed before the Board. Remuneration shall be paid on the basis of their attendance and contribution at the Board and certain Committee Meetings as well as time spent on operational matters of the Company.

On recommendation of the Committee, the Board may consider appropriate additional remuneration to such NED who has devoted considerable time and efforts in relation to business and matters of the Company. Said remuneration would be within overall limit of commission or remuneration to NED and to the extent permitted under the Act. If there will be any proposal from the Board, the Committee may recommend different remuneration / fees for different Directors, keeping in view the requirement of the Company and statutory provisions. However, in no case, the sitting fees paid to NEIDs be less than fees payable to other directors.

- **Reimbursement of expenses**

The Company also bear / reimburse travelling and other expenses to outstation Directors for attending meetings and expenses in relation to attending to matters or business of the Company.

- **In case of no profit or inadequate profit**

In case of no profit or inadequate profit in any financial year, the remuneration, if any to be paid to the NEDs will be as per the provision of the Act and rules thereunder.

REMUNERATION OF EXECUTIVE DIRECTORS

The remuneration of the Executive Directors ("ED") shall include salary, perquisites and allowances (fixed component) and commission and/or performance incentives (variable component). The remuneration to ED will be as recommended by the Nomination & Remuneration Committee to the Board and finally approved by Members of the Company on the recommendation of the Board. The Board proposes to the shareholders the remuneration including appropriate mix of fixed and variable components and other terms for appointment of the ED, considering qualifications, experience, technical skills, requirement of the Company and prevailing market conditions. While determining the remuneration proposal, the Board also considers the recommendation of the NRC.

- **Fixed Component**

The EDs to be paid remuneration by way of monthly salary / fixed component, as per preapproved terms.

- **Variable Component**

The ED may also be paid performance incentives and / or remuneration by way of commission as percentage of profit of the Company as per audited financial statement, within range as approved by the Members. Commission is calculated with reference to net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the NRC, subject to overall ceilings and applicable statutory provision stipulated in the Act and other applicable provisions as may be applicable from time to time.

Amount payable to ED is determined based on appointment terms, performance criteria as the Board may consider appropriate keeping in view the performance of the Company for relevant financial year in terms of the turnover and net profits, cash profit, performance and contribution by particular Executive Director, achievements, critical projects performance, remuneration paid in previous year, industry standard, and other factors as the Board may think appropriate. The Board also considers the recommendation from NRC.

- **Facilities**

The Company provides to the Executive Directors all facilities and office support, as may be necessary in relation to execution of his office duties and to attend operation and business commitments of the Company.

Remuneration paid to the Directors shall be disclosed in the Annual Report of the Company.

- **Variable Pay and Increment(s) in Remuneration of Executive Directors**

The NRC can consider and approve payment of Variable Pay and Increment in Remuneration of Executive Directors within the overall statutory limit as prescribed in the Act and as may be decided by the Board of Directors from time to time.

- **Remuneration in case of no profit or inadequate profit**

In case, there will be no profit or inadequate profit in any financial year, remuneration to ED will be as per the appointment terms determined by the Board, subject to applicable provision of the Act / applicable law.

REMUNERATION OF SENIOR MANAGEMENT

- **Review of Remuneration of Senior Management/ Variable Pay and increment in Remuneration of Senior Management**

Considering the outcome of performance appraisal as per prevailing process and practice of the Company, and market variables / inputs, the Committee will review the remuneration of the Senior Management annually or at such other intervals as appropriate at the time of performance appraisal. The Committee may recommend about increase, restructure and/or other suggestion in respect to variable and increment in remuneration of all or few members of Senior Management as it thinks appropriate considering the following aspects:

- a) Performance of the Company for relevant financial year in terms of turnover, net profit, cash profit vis-à-vis performance of relevant Division / Business Unit of the Company;
- b) Individual rating as per performance appraisal, achievements, challenging initiatives, key role played in achieving the Business Plan of the Company etc;
- c) Critical responsibility handled and successful completion of task assigned by the Board/ Management of the Company;
- d) Qualification, experience, skills and tenure of services in the Company;

- e) Individual KRA rating and opinion of the Management Committee;
- f) Skill, nuance, knowledge and practical competency in areas of works or functions where employee is employed in the Company;
- g) Overall industry standard, future prospect of the Division and the Company and present market scenario of similarly based professionals;

- **Variable Pay and Increment(s) in Remuneration of Senior Management**

While considering payment of Variable Pay and Increment in Remuneration of the Senior Management, the Committee, *inter alia*, considers the following focal criteria with appropriate weightage:

- a) Performance of the Company during relevant financial year in terms of turnover and cash profit;
- b) Performance achieved by the Division where the performance is quantifiable and part of profit center. In other cases, overall performance of the Department and quality of information flow;
- c) Individual KRA rating and opinion of Management Committee;
- d) Skill, nuance, knowledge and practical competency in areas of works or functions where employee is employed in the Company;
- e) Prospects of the Division and business plan of the Company in medium to long run objectives.

REMUNERATION OF OTHER EMPLOYEES

The Company believes that composition of remuneration of the Employees should be reasonable and sufficient to attract, retain and motivate Employees. The Company follows salary structure comprising fixed and variable components.

Employee may be considered for increments based on their performance during the year, which are usually an outcome of the Annual appraisal process. To be eligible for an appraisal cycle, the employee should have joined IndoStar on or before 30th Sept each year. For any deviations to this, HR Head approval will be required.

Increments are calculated on the basis of a defined grid that has been signed off by the Mancom. The Grid has been defined on parameters like performance rating for the year, fixed compensation buckets, etc. For exceptional cases, increment might be paid in addition to the grid. These will require separate approvals from HR Head and Mancom.

In case of any mid year changes to remuneration are required, these will be considered on a case to case basis and only on the HR Head and CEO approval.

The following are overview about the remuneration structure being generally followed in the Company.

- a) **Fixed Components:** The Company follows a simple structure for the fixed pay which is in accordance to the prevailing Tax rules:

Components/ Particulars	Amount (in Rs.)/ Percentage of Component
Basic	Depending on state of employment and minimum wages applicable or 25% of CTC OR minimum wages or 50% of CTC in compliance with minimum wages act
House Rent Allowance (HRA)	60% of Basic
Advance Bonus	As per payment of Bonus act
Special Allowance / Other Allowance	Balance amount
Reimbursements:	
Leave Travel Allowance	One- month Basic with cap of Rs.50000
Car Operating Reimbursement (Eligible to AVP – I and above levels)	Max 20% of CTC towards company car expenses
Retirals:	
Provident Fund	12% of Basic; <ul style="list-style-type: none"> - If Basic > 15k – no change in PF - If Basic <15k – Other allowance & Special allowance included to get “PF wages” - If PF wages <15k – 12% PF formula applied on PF wages - If PF wages = 15k – Min PF considered as 1800
Gratuity	4.81% of Basic
ESIC	3.25% of gross salary (applicable if monthly gross salary is less than 21,000)
Other Benefits:	
Company Leased Car	As per policy (refer to car Ops reimbursement)
Insurance (as per slabs)	Rs 10,000 or Rs 20,000 or 25,000 or 30,000 as per grade

b) Variable Components:

The variable component is the performance bonus which is paid out annually based on the performance of the employee and Company. Each employee is rated on the achievement of their goals vis-à-vis Key Result Areas (KRAs) set at the start of the Financial Year. This rating is given by the Reporting Manager and rationalized by the Management Committee.

While hiring for some roles, the candidate may be offered “Guaranteed Bonus”. This amount will be pre-decided at the time of recruitment and approvals sought as per the process. Guaranteed Bonus can be paid on Joining/ on Confirmation/ or alongwith the appraisal payout. In the event that within 12 months from the Date of Joining the employment is terminated by the Company or the employee voluntarily resign from the employment, then the Company reserves the right to recover this bonus amount.

Upto 50% of the net amount of Annual Bonus paid to employees as part of the Annual Appraisal cycle will also be recovered if the employment is terminated or the employee voluntarily resigns within 6 months of the payout date.

STOCK OPTIONS TO EMPLOYEES / DIRECTORS

As and when desirable or requested by the Board, the Committee will perform function in respect to devising / monitoring Employees Stock Option Schemes and give its recommendation / allot sweat equity shares, grant, vest and exercise of stock options and/or similar rewards to the eligible Directors and Employees, as may be permitted under the applicable law or approved Schemes.

EMPLOYEES’ GROWTH AND WELL-BEING

At the sole discretion of the Board, the Company may sponsor Employees for further education / training to enhance managerial skills for middle and senior level employees.

CLARIFICATION AND REVIEW OF THE POLICY

As per instruction and in consultation with the Committee, the Management Committee or any KMP may issue clarification and procedural alteration for effective and smooth implementation of the Policy.

AMENDMENTS IN THE POLICY

This Policy may be amended or substituted by the Committee as circumstances warrant.

The Policy has been adopted by the Board of Directors on 15 May 2015, and shall come into force with immediate effect. Subsequent amendments have been made as applicable.