



Globus Spirits Limited

NOMINATION & REMUNERATION POLICY

ORIGIN

This Nomination & Remuneration Policy has been enacted pursuant to the provisions of Companies Act, 2013 read along with the applicable rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force.

DEFINITIONS

'Act' means Companies Act, 2013 and rules relating thereto.

'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company.

'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board

'Company' means Globus Spirits Limited

'Directors' means a director appointed to the Board of a Company

'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013 and/or as defined under Regulation 16 (b) of the SEBI (LODR) Regulations, 2015..

OBJECTIVES

The main objective of this **Nomination & Remuneration Policy** is to lay down a formal structure for the nomination of Directors, Key Managerial Persons and other employees and also to fix their remuneration. The Policy will serve as standard guidelines to be followed during the process of appointment, removal, fixing remuneration or any other such recommendation.

APPLICABILITY

This Policy will be applicable on the following classes:

1. **Board of Directors of Globus Spirits Limited**
2. **Key Managerial Personnel**, namely:
 - Managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;
 - Company Secretary; and
 - Chief Financial Officer
3. **Senior Management:** It means officers/personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.
4. Such other officers as may be prescribed by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of **Globus Spirits Limited** shall form a **Nomination & Remuneration Committee** under this Policy. The Board shall nominate members to the committee from time to time and as and when required as per the composition of the Board of Directors of the Company and statutory requirements..

CONSTITUTION OF COMMITTEE

The **Nomination & Remuneration Committee** shall consist of atleast three directors. All directors of the committee shall be non-executive directors and atleast fifty percent shall be independent directors as appointed by the Board. Amongst the members there shall be 1 director elected by the Board of Directors as the Chairperson of the committee. The chairperson of the committee shall be Independent director. The chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.

The Company Secretary of the company shall act as Secretary of the committee.

FUNCTIONS & ROLES OF THE COMMITTEE:

The Nomination and Remuneration Committee shall:

1. The Committee shall formulate criteria for determining qualifications, positive attributes and independence of a director.
2. For every appointment of Independent Director the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - (a) Use the services of an external agencies, if required.
 - (b) Consider candidates from a wide range of backgrounds, having due regard to diversity, and
 - (c) Consider the time commitments of the candidates.
3. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.
4. Recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
5. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel, senior management and other employees.
6. Recommend to the Board whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of independent directors
7. While fixing or recommending the remuneration , the committee shall ensure that :
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

8. Formulate criteria for evaluation of Independent Directors and the Board.
9. Develop a performance linked reward system for motivation and creating competitive environment.
10. Devise a policy for reasonable Board diversity.
11. To lay down a proper induction plan for newly appointed directors, key managerial personnel and senior managers.
12. Develop a succession plan for the Board & senior management and regularly review the plan for any additions or modifications.

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT

(a) Appointment criteria and qualifications

1. The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
2. A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise and experience for the position he / she is considered for.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.
4. For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended for such role shall meet the description.
5. For the purpose of identifying suitable candidates, the Committee may;
 - a. use the services of an external agencies, if required
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity and
 - c. consider the time commitments of the candidates
6. The Company shall not appoint or continue the employment of any person as Non-executive Director who has attained the age of Seventy five years, unless approval of shareholders by passing a special

resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for appointing such person.

POLICY RELATING TO THE REMUNERATION FOR DIRECTORS, KMP AND SENIOR MANAGEMENT

(a) General

1. The remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director/Whole-time Director shall be in accordance with the provisions of the Act, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.
4. Where any insurance is taken by the Company on behalf of its Directors, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to KMP and Senior Management

The pay program for KMP and Senior Management has been designed around three primary pay components: Base/Fixed Pay, Performance Bonus and Stock Incentives.

1. Base/ Fixed pay: It is guaranteed pay and paid periodically, usually monthly or bi-monthly or as per payroll policy by country.
2. Performance Bonus: Cash bonus, payable on the achievement of objective and quantifiable key performance indicators (KPI) as established by the Committee.
3. Stock Incentives: Stock or Equity based incentives can be either time based or performance based equity grants.
4. Other perquisites, allowances and reimbursements shall be as per the policy of the Company.

(c) Remuneration to Non-Executive Directors

A part from Sitting fees, the Non-executive Directors are not entitled for any other remuneration and the sitting fees payable to Non-executive directors not to exceed limits prescribed under the Companies Act, 2013 as fixed by the Board of Directors.

(d) Remuneration to other employees

The compensation for other employees would include consideration to the best industry practices and performance of individual employees, and be revised through the annual compensation review process from time to time and in consultation with the Head- HR.

MEETINGS OF COMMITTEE

The Committee shall meet atleast once in a year. Further, the meetings of the Committee shall be held as and when required and as statutorily required under the provisions of Companies Act, 2013 and Rules made thereunder and as per the applicable law, if any, for the time being. The Chairman of the committee may be present at the Annual General meeting of the company to answer the queries of the shareholders.

REMOVAL OR DISSOLUTION

The Board of Director may remove any member of the committee or may dissolve the committee as a whole, due to reasons of any disqualifications as mentioned in the Companies Act, 2013 read with applicable rules, listing regulations or any other reasons to be duly recorded.

MINUTES OF THE COMMITTEE

The proceedings of all the meetings of the committee shall be minuted and signed by the Chairman of the committee in the subsequent meeting. Signed minutes shall also be placed at the meeting of Board of directors to take note of any recommendations etc.

POLICY REVIEW

(a) This Policy is framed based on the provisions of the Act and rules thereunder and the requirements of SEBI(LODR) Regulations, 2015.

(b) 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.

(c) This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.