



NOMINATION AND REMUNERATION POLICY

[Pursuant to Section 178 of the Companies Act, 2013]

Introduction

Pursuant to Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014, the “Nomination and Remuneration Committee” shall be constituted by:-

1. Every Listed Company
2. Every Unlisted public Company:
 - a. Having Turnover of Rs. 100 Crores or More.
 - b. With Paid-Up Capital of Rs. 10 Crores.
 - c. Having in aggregate, outstanding loans or borrowings or debentures or deposits of Rs. 50 Crores.

In order to align with the provisions of the Companies Act, 2013 and applicable rules thereto, the Nomination and Remuneration Committee formulated and proposed the nomination and remuneration policy. The Board of Directors of the Company has adopted the said Nomination and Remuneration Policy on the recommendation by the Committee.

Definitions

1. “Board” means Board of Directors of the Company.
2. “Company” means SWAL CORPORATION LIMITED.
3. “Independent Director” means a director referred to in Section 149 (6) of the Companies Act, 2013.
4. “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Incometax Act, 1961.
5. “Committee” means Nomination and Remuneration Committee.
6. “Director” means Directors on the Board of Directors of the Company.
7. “Policy” means Nomination and Remuneration Policy as amended from time to time.
8. “Key Managerial Personnel” means:
 1. Managing Director or Chief Executive Officer or Manager
 2. Whole-time Director;
 3. Chief Financial Officer;
 4. Company Secretary; and
 5. Such other officer as may be prescribed.
9. “Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.
10. “Executive Director” means a Director who is in the whole time employment of the Company and includes Managing Director and Whole time Director.
11. “Non-Executive Director” means a Director who is not in the whole time employment of the Company and includes an Independent Director. Interpretation:

[The terms that have not been defined in this policy shall have the same meaning as assigned to them in the Companies Act, 2013, and rules framed thereto as amended from time to time.]

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the finance industry.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and others Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and also to ensure long term sustainability of talented managerial persons to create competitive advantage.
- Such other matters as may be prescribed under the Companies Act, 2013.

COMPOSITION OF THE COMMITTEE AND ITS GOVERNANCE

The Nomination and Remuneration Committee comprise of a Minimum 3 (three) Non-Executive Directors and 50% of which Directors shall be Independent Directors.

At present, the composition of the committee is as follows:-

Mrs. Asha Ashar - Chairman (Non-Executive Director)

Mr. Salim P Govani (Non-Executive, Independent Director)

Mr. Bhupendrakumar D Dalwadi - Member (Non-Executive, Independent Director)

The Board has the power to reconstitute the Committee to keep it consistent and in alignment with the applicable statutory requirement. Constitution / Re-constitution of the Committee shall be disclosed in the Annual Report.

FREQUENCY OF MEETING: The meeting of the Committee shall be held as and when its need arises.

QUORUM: Minimum two (2) Directors will constitute a quorum for the Committee Meeting.

MINUTES OF THE COMMITTEE MEETING: Proceedings of all meetings must be recorded as minutes of meeting and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board as well as Committee Meeting.

POLICY

This Policy is divided into two parts:

Part A: Part A deals with the appointment and removal of the Key Managerial Personnel

Part B: Part B deals with the remuneration of the Key Managerial Personnel

This Policy shall be included in the Board's Report.

PART A: APPOINTMENT AND REMOVAL OF THE KEY MANAGERIAL PERSONNEL

I. Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

II. Term / Tenure:

1. Managing Director/Whole-time Director/Executive Director/Manager:
 - (i) The Company shall appoint or re-appoint any person as its Managing Director, Executive Chairman or Executive Director or Whole Time Director for a term not exceeding five (5) years at a time. No re-appointment shall be made earlier than one (1) year before the expiry of term.
 - (ii) The Company shall not appoint or continue the employment of any person as Managing Director/ Executive Chairman/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
2. Independent Director:
 - (i) An Independent Director shall hold office for a term up to five (5) consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
 - (ii) No Independent Director shall hold office for more than two (2) consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three (3) years of ceasing to become an Independent Director.
 - (iii) Provided that an Independent Director shall not, during the said period of three (3) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

III. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

IV. 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, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

V. Retirement:

A Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013. 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.

PART B: REMUNERATION OF THE KEY MANAGERIAL PERSONNEL

I. General

- a. The remuneration / compensation / commission etc. to Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and/or Central Government, wherever required.
- b. The remuneration and commission to be paid to Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force and as amended from time to time.
- c. Increase to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Directors. Such increase in remuneration will be effective from the date of re-appointment in respect of Managerial Personnel.
- d. Where any insurance is taken by the Company on behalf of its Directors, KMP and any other employees 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.

II. Remuneration to Directors, KMP and Senior Management

- a. Fixed pay:
The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
- b. Minimum Remuneration:
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors in accordance with the provisions of Schedule V of the

Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

c. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

III. Remuneration to Non-Executive / Independent Director

- a. Remuneration / Commission: The Non-Executive / Independent Directors shall not be eligible to receive any remuneration except by the way of sitting fees paid for attending the Meetings.
- b. Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount payable for attending the meeting of the Board or Committee, as provided in the Companies Act, 2013.
- c. Stock Options: An Independent Director shall not be entitled to any stock option of the Company.

REVIEW AND AMENDMENTS

- The Committee or the Board may review the policy as and when it deems necessary.
- The Board of Directors or the Committee shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with new provisions or replace this Policy entirely with a new Policy.
