

Nomination and Remuneration Policy of Nuvama Wealth Management Limited

1. Introduction:

This Nomination and Remuneration Policy ('Policy') of Nuvama Wealth Management Limited ('the Company') is formulated as per the Companies Act, 2013 and the rules made thereunder ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations') and other applicable laws.

2. Objective and Purpose:

The objective and purpose of this Policy are:

- i. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment/re-appointment of a Director of the Company and guiding the Board of Directors ('the Board') and the Nomination and Remuneration Committee ('the Committee') in this regard.
- ii. To recommend candidates for appointment as Directors and Senior Management Personnel (SMP);
- iii. To establish and review succession plans of the Board and SMP;
- iv. Formulation of criteria for evaluation of Independent Director and the Board as a whole;
- v. To recommend policy relating to appointment/re-appointment and removal of Directors and SMP.
- vi. To recommend policy relating to the remuneration of the Directors and SMP / other employees to the Board;
- vii. To review, determine and approve corporate goals, compensation and objectives relevant to the compensation of the Whole-time Directors and SMPs evaluating their performance in light of those goals and objectives;

3. Definitions:

- a. **'the Act'** means The Companies Act, 2013 as amended from time to time and the rules framed thereunder
- b. **'Board'** means Board of Directors of the Company
- c. **'Committee'** means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.
- d. **'Company'** means Nuvama Wealth Management Limited
- e. **'Independent Director'** means a director referred to in Section 149(6) of the Act and rules thereunder, and Listing Regulations.
- f. **'Key Managerial Personnel ('KMP')'** means following people, which includes people identified by the Company under provisions of the Act:
 - i) the Managing Director or Chief Executive Officer or manager
 - ii) Whole-time Director
 - iii) the Company Secretary;
 - iv) the Chief Financial Officer; and
 - v) any other person as defined under the Act from time to time.
- g. **'Listing Regulations'** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
- h. **'Policy'** means Nomination and Remuneration Policy
- i. **'Senior Management Personnel'** means officers/personnel of the Company and includes;
 - i) KMP
 - ii) one level below the Chief Executive Officer and Managing Director who are members of the core management and functional heads
 - iii) any other officer as determined by the Committee and the Board from time to time.

Words and expressions used and not defined in the Policy shall have the meanings as respectively assigned to them in respective laws.

4. General:

PART A: Appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel:

I. Appointment criteria and qualifications

- a. The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, Senior Management Personnel and recommend to the Board his/her appointment. In this regard, the Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- b. A person to be appointed as Director, Senior Management Personnel should possess adequate qualification, expertise and experience for the position he/she is considered for.
- c. 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.
- d. For every appointment of an 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 for such role shall meet the description and should possess skills and other disciplines related to Company's' business.
- e. The Company shall appoint or continue the employment of a person as managing director /whole-time director and non-executive Director who has not attained the maximum age of retirement as prescribed under Applicable Laws.
- f. A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board.
- g. The Company shall not appoint any resigning Independent Director, as whole-time director, unless a period of one year has elapsed from the date of resignation as an Independent Director.
- h. The term/tenure of the Directors and Senior Management Personnel/ other employees shall be in accordance with the applicable Laws and their respective

contracts/ terms of appointment (and shareholders and/or government approvals, wherever applicable).

II. Removal:

Due to reasons for any disqualification mentioned in the Act or Listing Regulations or any other applicable law, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director and Senior Management Personnel subject to the provisions and compliance of the Act, Listing Regulations or any other applicable laws.

III. Retirement:

The Directors and Senior Management Personnel shall retire as per the applicable provisions of the Act, any other applicable law and relevant policies of the Company. The Board will have the discretion to retain the Directors and Senior Management Personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company, subject to approvals as required under the Act, Regulations or any other applicable laws.

Part B: Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel:

I. Remuneration of the Independent Directors & Non- executive Directors

- The Independent Directors & Non-executive Directors are eligible for sitting fees for attending the meetings of the Board and the various Committees thereof.
- The Independent Directors & Non-executive Directors are also eligible for commission, subject to limits prescribed under the Act and the Rules framed there under.
- The Independent Directors are not eligible for stock options.
- The Non-executive Directors (other than promoter Directors) shall be eligible for stock options.

II. Remuneration of the Managing Director & Executive Directors

- The remuneration of the Managing Director/Executive Directors is recommended by the Committee to the Board. Based on the recommendations of the Committee, the Board determines and approves the remuneration of the Managing Director/Executive Directors, subject to necessary approvals, if any.
- The remuneration paid to the Managing Director/Executive Directors is within the limits prescribed under the Act and approved by the shareholders of the Company. The remuneration structure includes fixed salary, perquisites, bonus, other benefits and allowances and contribution to Funds, etc.
- The Executive Directors (other than the promoter Directors) shall be eligible for stock options.

III. Remuneration of the Senior Management Personnel (other than Executive Directors)

- The key components of remuneration package of the SMP (other than Executive Directors) shall comprise of fixed salary, perquisites, annual bonus, other benefits and allowances and contribution to Funds, etc.
- They shall be eligible for stock options.

5. Policy Review

- The Policy may be amended as may be necessary.
- The Committee shall implement the Policy, and may issue such guidelines, procedures etc. as it may deem fit.

6. Amendments to the Policy

The Board shall review and amend this Policy as and when required as per the Act, Listing Regulations and other applicable laws, and/or upon recommendation of the Committee.

Any subsequent amendment/ modification in the Act, Listing Regulations and other applicable laws in this regard, shall prevail over the Policy and automatically apply to this Policy and the Policy shall stand amended to that extent.

Version Control:

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