

NOMINATION & REMUNERATION COMMITTEE POLICY

Corporate Office

***Arkade House, Next to Children's
Academy,
A.S. Marg, Ashok Nagar, Kandivali
(E), Mumbai 40 0101***

1. PURPOSE:

The primary function of the nomination and remuneration committee is to assist the Board of directors ("Board") of Arkade Developers Limited ("Company") in fulfilling its governance and supervisory responsibilities relating to human resource management and compensation.

The nomination and remuneration committee reviews and where required, approves the human resource policies, remuneration proposals, succession planning, evaluation of performances and development plans of Directors, Key Managerial Personnel, Senior Management and other employees of the Company. It also provides support in handling the nomination and remuneration proposals for the Board members including Independent Directors.

2. MEMBERSHIP AND ORGANIZATION:

(1) Composition: The Board shall constitute a committee to be known as the Nomination and Remuneration Committee ("Committee"). The Committee shall consist of at least three directors and all such directors shall be non-executive directors. Further, at least two third of the directors of the Committee shall be independent directors. The appointment and removal of the members of the Committee shall be as per the provisions of Companies Act, 2013 and the rules made there under ("Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 ("SEBI Listing Regulations").

(2) Chair: At the time of appointment of the members of the Committee, the Board shall also appoint a chairman/chairperson who shall be an independent director. The chairperson of the Company, whether executive or non-executive Director may be appointed as a member of the Committee but shall not be a chairman of the committee. The membership of the Committee shall be disclosed in the Annual Report.

3. MEETINGS:

(1) Meetings: The Committee shall meet at least once a year. The meetings of the Committee shall be held as and when required and as statutorily required under the provisions of Companies Act and as per the applicable law, if any, for the time being. The chair shall preside over all Committee meetings.

(2) Secretary and Minutes: The Company Secretary shall act as the secretary for Committee meetings. Minutes of the meetings shall be recorded and maintained by the Company Secretary and shall be presented to the Committee for approval at its subsequent meeting.

(3) Quorum: The quorum for the Committee meeting shall be either two members or one third of its total strength of the members of the Committee, whichever is higher, including at least one independent director in attendance. the participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum.

4. ACCOUNTABILITIES AND RESPONSIBILITIES:

The Committee shall have the accountabilities and responsibilities set out below as well as any other matters that are specifically delegated to the Committee by the Board. In addition to these accountabilities and responsibilities, the Committee shall perform the duties required of nomination and remuneration committee by applicable statute's, requirements of the stock exchanges on which the securities are listed and all other applicable laws.

5. APPOINTMENT AND REMOVAL OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

(a) Board Nomination:

The Committee shall, in accordance with provisions of Companies Act, identify and recommend suitable candidates to be appointed as directors. The Committee shall establish a transparent board nomination process and recommend for Board approval appropriate criteria for the selection and removal.

In making an assessment on suitability of the candidate, the Committee may use the services of an external agency, if required; consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidate.

The Committee is also responsible for devising a policy on Board diversity based on diversity of thought, experience, knowledge, perspective and gender in the Board. This policy shall be recommended by this Committee and approved by the Board.

(b) Board Compensation:

The Nomination and Remuneration Committee recommends the compensation norms for members of the Board. In making such proposal the Committee considers and is bound by statutory requirements, longer interests of the Company and its shareholders and such other factors as it deems appropriate. It is to be ensured that no member is involved in deciding upon his/her own compensation.

(c) Board Remuneration Policy:

The Committee shall recommend to the Board a policy, relating to the remuneration of the directors. While formulating such policy, the Committee shall ensure that:

- (i) 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;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors 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.
- (d) **Evaluation:** The Committee shall monitor and review Board Evaluation Framework, conduct an assessment of the performance of the Board, the Independent directors, each Board committee and the Chair of the Board against criteria as determined and approved by the Committee. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, on the basis of recommendations of the Committee (excluding the director being evaluated).

Key managerial Personnel:

Appointment of Directors and Key managerial Personnel is approved by the Board based on the recommendations of the Nomination and Remuneration Committee, and is subject to approval of Shareholders, wherever applicable

Permission to KMPs to become directors/ KMPs in group companies and other companies:

The KMPs are permitted to become directors/ KMPs in group companies and other companies.

The Board, on the recommendation of the NRC, shall also review and approve the remuneration payable to the other Key Managerial Personnel of the Company.

- (a) **Senior Management Identification:** The Committee shall oversee the criteria for identification of the persons who may be appointed in senior management, taking into consideration qualifications, experience, positive attributes, skills and competencies and such other factors as it deems appropriate.
- (b) The HR Department shall be responsible for the selection and recommend for appointment to the Management, suitable candidates for the position of Key Managerial Personnel & Senior Management Personnel. The Management shall be responsible for the appointment of Key Managerial Personnel & Senior Management Personnel.
- (c) **Evaluation Process:** The Committee shall review the evaluation of performance process of Key Managerial Personnel and Senior Management of the Company.

(d) Compensation: The Committee shall review and monitor, the compensation packages for Key Managerial Personnel and Senior Management. The compensation package recommendation shall be based on their performance evaluation conducted pursuant to this mandate, aligned with the longer interests of the Company and its shareholders as well as other factors and criteria, as may be determined by the Committee from time to time.

(e) Remuneration Policy: The Committee shall also recommend to the Board a policy relating to the remuneration for Key Managerial Personnel. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Key Managerial Personnel and Senior Management. While formulating such policy, the Committee shall ensure that:

(i) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(ii) Remuneration 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.

However, subject to applicable laws, the Committee is authorized to delegate to the Managing Director or Executive Director of the Company, the authority of determining the remuneration of the Key Managerial Personnel, who are not Directors and Senior Management, in accordance with the provisions laid down in this policy.

(e) Employment Arrangements: The Committee shall review, and, if advisable, approve and recommend for Board approval any arrangement with the Key Managerial Personnel relating to their selection, compensation, or such arrangements as deemed appropriate by the Committee.

(f) Terminations/Removal: A KMP/ Senior Management Personnel shall be terminated in case of any unethical conduct, malpractice, fraud, policy violations, or misconduct and any other disqualification mentioned in the Applicable Laws. The responsibility for initiating, reviewing, and implementing the termination of any SMP or KMP shall rest with the Management of the Company. The Committee and Board shall be intimated on any such termination

(g) Retirement: The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

(h) Succession Planning: The Committee shall review, the succession and emergency preparedness plan for Key Managerial Personnel and all senior management persons.

(3) HUMAN RESOURCE POLICIES AND PROCEDURES FOR OTHER EMPLOYEES:

The Committee is also responsible for formulating the Section 178(4) read with Regulation 19(4) SEBI Listing Regulations, criteria relating to remuneration of other employees of the Company and devise a policy on the same for recommendation to the Board. While formulating such policy, the Committee shall ensure that:

- (i) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - (ii) remuneration 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; and
 - (iii) Long term incentives plan/equity eligibility and ESOP related matters including but not limited to formulation, evolution of ESOP Scheme including any modifications thereto, etc. shall be considered through the Committee.
- (4) Organization Design: The Committee is responsible for designing the organization structure for the Company.
- (5) Training and Development: The Committee is responsible to maintain a framework for talent/competency development strategy for the Company.
- (6) Residual: The Committee shall discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.

5. REPORTING TO THE BOARD

The Chair shall report to the Board on material matters arising at the Committee meetings and where applicable, shall present the Committee's recommendations to the Board for its approval.

6. DELEGATION OF RESPONSIBILITIES AND AUTHORITIES:

Committee is authorized to delegate its responsibilities or authorities to such person(s) at its discretion, subject to the provisions of the Companies Act and other applicable laws.