



OMNIPOTENT INDUSTRIES LIMITED

NOMINATION AND REMUNERATION POLICY

Objective:

The Nomination and Remuneration Committee has recommended this policy document in compliance with the requirements of Section 178 of the Companies Act, 2013 read with rules framed thereunder and Regulation 19 read with Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Key Objectives of this policy are:

1. To lay down criteria for appointment of Directors, Key Managerial Personnel and Senior Management.
2. To provide for criteria for Remuneration payable to the Directors, Key Managerial Personnel and Senior Management which 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.

The Board of Directors (the “Board”) of the Company has adopted the Policy at their meeting. The details of the original adoption and subsequent amendments, if any are mentioned in the table provided at the beginning of this Policy.

Definitions:

1. “Act” means the Companies Act, 2013 read with rules framed thereunder, as amended from time to time.
2. “Board of Director” or “Board” means the Board of Directors of the Company, as constituted from time to time.
3. “Directors” mean Directors of the Company.
4. “Independent Director” means a director referred to in section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, other applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015 and any amendments thereto.
5. “Key Managerial Personnel (KMP)” means
 - (a) Managing Director, Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - (b) Chief Financial Officer and
 - (c) Company Secretary.
6. “Managerial Personnel” means Directors, Managing Director, Whole Time Director or Manager of the Company whose remuneration is subject to limits provided as per provisions of Section 197 of the Act and Schedule V to the Act.
7. “Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer



or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

8. "Committee" means a Nomination & Remuneration Committee constituted or reconstituted by the Board of Directors of the Company in accordance with the regulations of Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any amendments thereto.

Any term(s) not defined in the Policy shall have the same meaning as assigned to such term(s) in the Act and / or the Listing Regulations, 2015 or any other applicable law or regulation.

Policy for appointment and removal of Director, KMP and Senior Management:

A. Appointment Criteria and Qualifications:

- 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.
- 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 are sufficient / satisfactory for the concerned person.
- The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

B. Term / Tenure:

- **Managing Director/Whole-time Director/Manager (Managerial Personnel):**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.

- **Independent Director:**

An Independent Director shall hold office for a term up to five 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.

No Independent Director shall hold office for more than two consecutive terms. Such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that such Independent Director, during the said period of three years, has not been appointed in or associated with the Company in any other capacity, either directly or indirectly



C. Performance Evaluation:

The Board and Committee shall carry out evaluation of performance of Board, its Committees and individual Directors by way of individual and collective feedback from Directors. The Committee shall further carry out evaluation of performance of KMP and Senior Management Personnel at such interval as deemed fit.

D. Removal:

The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.

E. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Company 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.

Remuneration Policy:

Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees

➤ General

- The remuneration / compensation / commission etc. to the Managerial Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Managerial Personnel shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary 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.

➤ Remuneration to Managerial Personnel, KMP, Senior Management Personnel and Other Employees:

- Fixed pay: The Managerial 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 provisions of the Act. The breakup of the pay scale and quantum of perquisites including,



employer's contribution to P.F, pension scheme, medical expenses, club fees, other non-monetary benefits etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Variable Pay: The Managerial Personnel shall be eligible to a performance linked incentives as may be determined by the Board from time to time.
- Commission: The Managerial Personnel may be paid commission if approved by the shareholders. The shareholders may authorise the Board to declare commission to be paid to any Managerial Personnel of the Board.
- Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions.
- Provisions for excess remuneration: If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act 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.
- The remuneration to Company Secretary, Senior Management Personnel and other employees shall be governed by the HR Policy of the Company and as recommended by the Committee.

Remuneration to Non- Executive / Independent Director:

- Remuneration The remuneration shall be in accordance with the provisions of the Act.
- Sitting Fees: The Non- Executive / Independent Director may receive fees for attending meetings of the Company. Provided that the amount of such fees shall not exceed Rs. 1 Lac per meeting of the Board or Committee or such amount as may be prescribed under the Act. Additionally, the Non-Executive Directors shall be reimbursed traveling and incidental expenses incurred for attending the meeting.
- Commission: Commission may be paid in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to sitting fees and reimbursement of expenses for participating in the Board/Committee Meetings of the Company.
- Stock Options: An Independent Director shall not be entitled to any stock option of the Company.

Amendment:

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.
