

NOMINATION REMUNERATION POLICY
(Empower India Limited)

Empower India Limited

CIN: L51900MH1981PLC023931

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REMUNERATION POLICY FOR DIRECTORS, KMP's AND OTHER EMPLOYEES

Preamble

The Board of Directors of Empower India Limited ("EIL" or "the Company") has adopted this Remuneration Policy for Directors, KMP's and other employees.

Definitions:

"Committee" means "Nomination and Remuneration Committee" constituted by the Board of Directors of the Company.

"Key Managerial Personnel" of "KMP" means Key Managerial Personnel as defined under the Companies Act, 2013.

"Policy" means this Remuneration policy for Directors, KMP's and other employees of the Company.

Terms of the Policy:

The Policy represents the overarching approach of the Company to the remuneration of Directors, KMPs and other employees.

Overview:

The Company's executive compensation program is designed to achieve the following objectives:

- Attract, recruit, motivate and retain talent.
- Reward superior performance and business outcomes; and
- Reward behaviors and attitudes consistent with the Company's core values and culture.

Guiding Principles of the Executive compensation program are:

- **Alignment with business strategy and level of responsibility and impact:** As employees progress to higher levels in the organization, their performance has a greater direct impact on the strategic initiatives and business results and therefore an increasing proportion of their compensation is linked to the performance of the Company and tied to creation of shareholder value.
- **Fixed/Base Salary decisions:** the Executive's fixed salary shall be competitive and based upon the industry practice and benchmarks considering the skill and knowledge, experience and job responsibilities.
- **Pay-for-Performance:** A portion of each Executive's total compensation may be linked to the achievement of the Company and individual performance goals. Such variable compensation is

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“at risk”, and rewards performance and contributions to both short- term and long term financial performance of the Company.

- **Competitive in Market Place:** In order to attract and retain a highly skilled workforce, we must remain competitive with the pay of other employers who compete with us for talent.

Remuneration of Executive Directors, KMP and Senior Management:

Executives, unless otherwise decided by the Committee, shall receive a competitive remuneration package consisting of the following components:

- **Fixed Salary:** Fixed Salary rewards the executives for their day-to day job performance and ensures a balanced overall remuneration package. The fixed salary shall comprise of basic salary and allowances as per the rules of the Company.
- **Personal Benefits:** Executives may have access to benefits/perquisites as per the rules and regulations of the Company. Executives may also be entitled to retirement benefits such as provident fund, gratuity and/or such other benefits as per the rules of the Company.

Remuneration of Non-Executive/Independent Directors: The Non-Executive / Independent Directors may receive remuneration:

- By way of sitting fees for attending the Board and Committee Meetings;
- By way of commission as a percentage of net profits of the Company, as decided from time to time by the Nomination and Remuneration Committee; and
- In any other permissible mode.

The remuneration payable shall be subject to the provisions of the Companies Act, the applicable Listing Agreement and the approval of the Board and shareholder of the Company, as may be required.

Amendment in the Policy:

The Nomination and Remuneration Committee shall review the policy from time to time and make necessary recommendations to the Board. Any amendment to this policy can be made only with the approval of the Board of Directors of the Company.

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