

The Company's policy on Director's, Key Managerial Personnel etc.,

The Company's policy on Director's, Key Managerial Personnel, other employees appointment and remuneration including criteria for determining Qualification, Attributes, Independence etc., is as below:

This policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

Objective and purpose of the policy:

1. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board Policies relating to the remuneration of the Directors.

2. The policy also addresses the following items:
Committee member qualifications;
Committee member appointment and removal;
Committee structure and operations; and
Committee reporting to the Board.

3. To formulate the criteria for evaluation of performance of all the Directors on the Board;

4. To devise a policy on Board diversity; and

5. To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Applicability:

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel

Definitions:

'Board' means Board of Directors of the Company.

'Directors' means Directors of the Company.

'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

'Company' means Roots Industries India Limited.

'Independent Director' means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

Part – A covers the matters to be dealt with and recommended by the Committee to the Board:

Size and composition of the Board:

Reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;

Directors:

Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;

Succession plans:

Establishing and reviewing Board and Senior Executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board.

Evaluation of performance:

Make recommendations to the Board on appropriate performance criteria for the Directors. Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company. Identify ongoing training and education programmes for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

Board diversity:

The Committee is to assist the Board in ensuring Board nomination process with the diversity of thought, experience, knowledge and perspective in the Board, in accordance with the Board Diversity policy.

Part – B covers the appointment and nomination:

General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director shall not be disqualified under the Companies Act, 2013.
- iii. The Director/ Independent Director shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013.

Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

Retirement:

The Whole-time Directors, shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company and the Articles of Association of the Company. The Board will have the discretion to retain the Whole-time Directors, in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

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 or any other reasonable ground, the Committee may recommend to the Board for removal of a Director.

Part – C covers remuneration and perquisites etc.

General:

The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommend to the Board for approval.

The remuneration to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.