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CEIGALL INDIA LIMITED
NOMINATION AND REMUNERATION POLICY

1A. NOMINATION POLICY

1. PURPOSE:

The primary objective of the policy ('this Policy') is to provide a frame work and set standards that is consistent with the applicable provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and the Articles of Association of the Company, to identify persons who are qualified to become directors on the Board of Ceigall India Limited ("Ceigall" / "the Company") and who may be appointed in senior management in accordance with the criteria laid down, and recommend their appointment and removal and for appointment of the Key Managerial Personnel (KMP) of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development.

Nothing contained in this Policy shall apply to the appointment of Directors who are appointed as the Nominees on the Board by the Lenders / other agencies in terms of contractual agreements except as required under the Act and the Listing Regulations.

Independent Directors for the purpose of this Policy shall mean, "Independent Directors" as defined under applicable provisions of the Act and Listing Regulations.

"Senior Management" for the purpose of this Policy shall mean officers and personnel of the Company who are members of its core management team excluding the Board of Directors and shall also comprise all members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or 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 *persons identified and designated as key managerial personnel, other than the board of directors, by the Company.*

2. SIZE AND COMPOSITION OF THE BOARD:

It should have: -

- Mix of Qualification, skills and experience;
- Mix of Executive, Non-Executive and Independent Directors
- Minimum six number of Directors or such minimum number as may be required by Listing Regulations and / or by the Act or as per Articles;
- At least One Independent Woman Director.

The Nomination & Remuneration Committee (Committee) established by the Board shall assist it in fulfilling its responsibilities relating to the size and composition of the Board.

In relation to above, the Committee is responsible for:

- i. reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board;

- ii. setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- iii. formulate criteria for determining qualifications and identify individuals suitably qualified to become Board members in terms of skills, knowledge, positive attributes, experience, independence of Director and other factors as per the provisions of applicable law and selecting or making recommendations to the Board on the selection of individuals nominated for Directorship;
- iv. ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment, as required under the applicable law;
- v. assessing the independence of Independent Non-Executive Directors;
- vi. monitoring the annual checks and assessment on the members of the Board, including the suitability and the sufficiency of time commitment of Non-Executive Directors; and
- vii. recommending the extension of term / continuation of term of Independent Directors.
- viii. any other matter that is specifically delegated to the Committee by the Board.

3. SELECTION:

Recruitment shall be done as and when necessary to fill vacancies in Ceigall Board and KMP.

The Committee may solicit nomination of persons to be appointed as Directors from the existing members of the Board.

The Committee may also solicit recommendations for appointment of persons as Directors and KMP from any or all of the following sources: the Chief Executive Officer, Senior Management, other executive officers or third-party search firms.

The nomination shall be sent to the Chairman of the Committee via letter or e-mail. The nomination should include a brief description of the person's qualifications & experience, and a description of any previous relationships between the person and Ceigall Group and other relevant details.

In case of independent Directors, the Committee may identify suitable person(s) from across a diverse candidate pool or from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as Independent Directors, maintained by any Body, institute or association, as may be notified by the Central Government, having expertise in creation and maintenance of such data bank and put on their website for use by the company making the appointment of such Directors. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and;
- c. consider the time commitments of the candidates.

Provided that responsibility of exercising due diligence before selecting a person as an Independent Director shall lie with the Committee and Board making such appointment.

The Committee shall review and evaluate the candidate including his / her qualifications, and conduct inquiries it deems appropriate with no regard to the source of the initial recommendation of such proposed candidate.

After reviewing the profile of the nominated candidate & holding a meeting with the proposed candidate, if it so desires, the Committee may recommend the candidate for appointment as Director or KMP, as the case may be, to the Board of Ceigall, as required.

When recommending a candidate for appointment, the Committee:

- i. 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 to the Board for appointment as an independent director shall have the capabilities identified in such description.
- ii. shall assess the appointee against a range of criteria including qualification, age, experience, positive attributes, independence, relationships, diversity of gender, background, professional skills and personal qualities required to operate successfully in the position and has discretion to decide adequacy of such criteria for the concerned position;
- iii. All candidates shall be assessed on the basis of merit, related skills and competencies. There should be no discrimination on the basis of religion, caste, creed or sex.

The recommendation of the Committee shall be considered at the Board Meeting immediately following the meeting of the Committee at which the candidature was recommended.

The final decision to appoint a candidate as a Director / KMP of Ceigall shall be taken by the Board of Directors by passing an appropriate resolution.

4. PROVISIONS RELATING TO APPOINTMENT / RESIGNATION / REMOVAL:

a. Election, re-election and retirement

The Directors / KMP of the Company shall be appointed and shall retire as per the provisions of the Companies Act, 2013, where applicable, and the prevailing HR policies of the Company. The Board will have the discretion to retain the Director / KMP in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company and subject to compliance with the provisions of the Companies Act, 2013, where applicable.

The Company shall not appoint a person or continue the directorship of any person as an executive director who has attained the age of seventy years unless a special resolution is passed to that effect in a general meeting.

The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

All new Director appointees to the Board are subject to election at the General Meeting following their appointment. The explanatory statement annexed to the notice of the General Meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as Director.

b. Resignation of Director/ KMP

The resignation of a Director shall take effect from the date on which the notice of resignation is received by the Company or the date, if any, specified by the Director in the notice, whichever is later or any other provisions as may be applicable.

The resignation of a KMP shall take effect in accordance with the HR Policy of the Company from time to time.

c. 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, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director / KMP subject to the internal HR policy and provisions and compliance of the Act and other applicable, rules and regulations.

The Committee can also recommend to the Board, the removal of any Director/ KMP for noncompliance or violation of any rules laid down in the Company's Code of Conduct for Board Members and Senior Management Executives or Guidelines for Professional Conduct in accordance with Clause 5 of this policy.

d. Familiarization Programme for Independent Directors

The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various Programmes.

5. GUIDELINES FOR PROFESSIONAL CONDUCT:

All Directors / KMP shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his / her duties;
- iii. exercise his / her responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision making;
- v. not abuse his / her position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vi. assist the Company in implementing the best corporate governance practices.
- vii. follow the Code of Conduct for Board Members and Senior Management Executives.

In addition:

- i. An Independent Director shall not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- ii. An Independent Director shall refrain from any action that would lead to loss of his / her independence;
- iii. Where circumstances arise which make an Independent Director lose his / her independence, the Independent Director must immediately inform the Board accordingly;

Every individual intending to be appointed as Director of the Company shall make an application for allotment of Director Identification Number (DIN) (in case he / she does not have a DIN) to the Central Government in such form and manner and along with such fees as may be prescribed. Every person proposed to be appointed as a Director by the Company in General Meeting or

otherwise, shall furnish his / her Director Identification Number and a declaration that he/she is not disqualified to become a Director under this Act.

The person appointed as a Director shall not act as a director unless he/she gives his/her consent to hold the office as Director and such consent has been filed with the Registrar within thirty days of his/her appointment in such manner as may be prescribed. The person appointed as a Director shall not hold office as a Director, including any alternate Directorship, in more than twenty companies at the same time: Provided that the maximum number of public companies in which he/she holds office as a Director shall not exceed ten.

An Independent Director shall not serve as an Independent Director in more than such number of companies and a Whole-time Director cannot act as an Independent Director in more than such number of companies as provided under the applicable law.

6. DUTIES OF DIRECTORS:

The persons appointed as a Director of the Company shall act in accordance with the articles of the Company and the provisions of applicable law. He/she shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

The persons appointed as a Director shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

The persons appointed as Directors should not achieve or attempt to achieve any undue gain or advantage either to himself / herself or to his/her relatives, partners, or associates. The Director should not assign his/her office. Any assignment, if made shall be void.

The persons appointed as Directors also have the following duties:

- To actively participate in the Board and Committee meetings
- To seek information from the management wherever required
- To disclose his / her interest in particular discussion and not to be present during such discussion in committee / board meetings
- To read the agenda and draft minutes carefully and provide inputs, if any
- To abide by the rules, policies, code of conduct of the Company as may be applicable
- To safeguard the interests of all stakeholders

7. SUBJUGATION: This policy shall be subject to the provisions contained in the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations, any guidelines/ directives issued by The Ministry of Corporate Affairs, SEBI or the Stock Exchanges from time to time.

8. REVIEW: This policy is subject to periodic review by the Board and may only be amended by a resolution of the Board.

CEIGALL INDIA LIMITED

NOMINATION AND REMUNERATION POLICY

1B. REMUNERATION POLICY

1. INTRODUCTION

The Company regards its employees across organisational hierarchy as its most valuable and strategic resource and seeks to ensure a high performance work culture through a fair compensation structure, which is linked to Company and individual performance. At Ceigall India Limited (“Ceigall/Company”), the compensation is linked to the nature of job, skill and knowledge required to perform the given job in order to achieve Company’s overall directive.

In terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, the Compensation and Nomination & Remuneration Committee (Committee) shall recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other Employees and accordingly this policy has been formulated by the Committee of the Company and approved by the Board of Directors.

2. OBJECTIVES OF REMUNERATION POLICY

The remuneration for Directors, Senior Management, Key Managerial Personnel (KMP) and other employees of the Company is framed with the following broad objectives:

- i. Remuneration is reasonable and sufficient to attract, retain and motivate Directors;
- ii. Remuneration is reasonable and sufficient to motivate Senior Management, KMP and other employees and to stimulate excellence in their performance;
- iii. Remuneration is linked to performance;
- iv. Remuneration balances the Fixed and Variable Pay and reflects short and long term performance objectives.

3. APPLICABILITY

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Senior Management
- Key Managerial Personnel
- Other employees

4. KEY DEFINITIONS

- “Board” means the Board of Directors of the Company.
- “Directors” mean Directors of the Company.
- “Committee” means Nomination & Remuneration Committee of the Company as constituted or reconstituted by the Board.
- “Company” means JSW Infrastructure Limited.
- “Independent Director” means an Independent Director as defined under applicable provisions of the Act and Listing Regulations.

- “Key Managerial Personnel (KMP)” means-
 - i. the Chief Executive Officer or the Managing Director or the Manager
 - ii. the Company Secretary
 - iii. the Whole-time Director
 - iv. the Chief Financial Officer
 - v. such other officer, not more than one level below the Directors who is in whole time employment, designated as Key Managerial Personnel by the Board; and
 - vi. such other officer as may be prescribed under the applicable statutory provisions / regulations.

- “Remuneration” means remuneration as defined under the Companies Act, 2013 including any amendment thereof.

“Senior Management” for the purpose of this Policy shall mean officers / personnel of the Company who are members of its core management team excluding the Board of Directors and shall comprise all members of management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or 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 *persons identified and designated as key managerial personnel, other than the board of directors, by the Company.*

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 or the Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

5. REMUNERATION COMPONENTS

Remuneration includes fixed and variable pay and retirement benefits, wherever applicable. The compensation is linked to factors such as Company’s performance, individual performance and such other factors considered relevant from time to time. Compensation system provides for evaluation and revision of remuneration each year which depends upon individual performance and Company’s overall performance.

Eligible employees including Whole-time Directors, Senior Management and KMPs of the Company, as permitted by applicable laws, may be granted stock options.

6. POLICY

General:

1. The remuneration / compensation / commission, etc. to the Whole-time Director and Managing Director, will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc. to the Directors shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to the Managing Director / Wholetime Director / Executive Director / Non-Executive Director (including Independent Directors) shall be in accordance with the overall and individual limits as percentage / slabs / conditions laid down in the Articles of Association of the Company, the provisions of the Companies Act, 2013 and the Schedule V and other applicable rules made thereunder and the Listing Regulations, as amended from time to time.

3. Where any insurance is taken by the Company on behalf of its Managing Director / Whole-time Director / Executive Director / Non-Executive Director, 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 of negligence, default, misfeasance, breach of duty or breach of trust, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managing Director / Whole-time Director / Executive Director

1. Fixed pay:

The Managing Director / Whole-time Director / Executive Director shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale (fixed) and quantum of perquisites including, employer's contribution to P.F, pension scheme, gratuity, medical expenses, LTA, club fees, etc. shall be decided and approved by the Board on the recommendation of the Committee. The remuneration paid shall be approved by the shareholders and Central Government, wherever required.

2. Performance Based Remuneration:

In addition to fixed remuneration, the Company may implement a system of performance linked incentives / variable pay designed to create a strong relationship between performance and remuneration.

The Company may conduct annual performance appraisals for the Managing Director / Whole-time Director / Executive Director and the Committee shall recommend to the Board any variation in the salary within the limits approved / as may be approved by the shareholders.

3. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/ Whole-time Director/ Executive Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and / or approval of the shareholders and / or the Central Government, as may be applicable.

4. Provisions for excess remuneration: If any Managing Director / Whole-time Director / Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed or without approval required under the Companies Act, 2013, he / she shall refund such sums to the Company within two years or such lesser period as may be allowed by 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 approved by the Company by Special resolution within two years from the date such sum becomes refundable and with the prior approval of the lenders, debenture holders, creditors, etc. as may be required.

Remuneration to Non- Executive / Independent Directors

1. Remuneration / Commission:

The remuneration / commission shall be in accordance with the overall and individual limits of percentage / slabs and the conditions mentioned in the Articles of Association of the Company, the Listing Regulations and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the amount approved by the Board of Directors subject to the provisions of the Companies Act, 2013.

3. Commission:

Commission may be paid within the limit approved by shareholders, subject to the limits computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

Independent Directors, Promoter Directors and Nominee Directors shall not be entitled to any stock option of the Company.

Remuneration to KMP, Senior Management and other employees

The KMP, Senior Management and other employees of the Company shall be paid remuneration as per the Company's policies and / or as may be recommended by the Committee.

The compensation for KMP, Senior Management and other employees will be governed by policies implemented by the Company from time to time.

7. AMENDMENTS TO THE POLICY

The Committee is responsible for monitoring, implementation and review of this policy. The Committee shall provide recommendations as and when it deems necessary, to the Board as to how to effectively structure and make recommendation as and when required to facilitate a remuneration strategy which will meet the needs of the Company. In case of any amendments / clarifications etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then this policy shall stand amended accordingly from the effective date as laid down thereunder.