

ICA PIDILITE PVT LIMITED

REMUNERATION POLICY

PART A – Policy for appointment/nomination of Directors/ Key Managerial Persons (KMP)

1. The Nomination & Remuneration Committee (the Committee) shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director / KMP and recommend to the Board his appointment.
2. A person to be appointed as Director/ KMP level should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee shall have the discretion about the same, considering the relevant facts and factors.
3. A person to be appointed as Director, should possess reputation for integrity, expertise and insights in areas relevant to the Company, ability to contribute to the company's growth, complimentary skills in relation to the other Board Members.

PART B – Policy for Remuneration

A. Remuneration Policy for Executive Directors

- a) The remuneration paid to the Executive Directors of the Company is approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee.
- b) Remuneration of the Chairman and Managing Director and Executive Directors may consist of a fixed component and variable pay based on the growth/ net profits of each financial year.

B. Remuneration Policy for Non-Executive Directors

Non-Executive Directors of a Company's Board of Directors add substantial value to the Company through their contribution to the Management of the Company. In addition they also play an appropriate control role. For best utilizing the Non -Executive Directors, the Company has constituted certain Committees of the Board. The Company may pay remuneration to the Non-Executive Directors, subject to the limits and in accordance with the procedure and approval of shareholders, as laid down in the Companies Act 2013.

C. Remuneration Policy for Senior Managers including Key Managerial Personnel

1. The Company while deciding the remuneration package of the senior management members takes into consideration the employment scenario and remuneration package of the managerial talent of other comparable industries.
2. The remuneration to Senior Management employees comprises of two broad terms - Fixed Remuneration and Variable remuneration in the form of performance incentive.
3. Remuneration of Senior Management members and other employees in the management cadre largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled etc.
4. The performance incentive is based on detailed performance related matrix.