

This Nomination And Remuneration Policy of **J.A. FINANCE LIMITED** (hereinafter referred to as “**policy**”) is designed to attract, motivate and retain talents & employees in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. The policy applies to the Company's senior management, including its Board of Management and Board of Directors. The policy provides the effective mechanism for fair disclosure and accountability to all the managerial personnel including their relatives and / or interested person holding office in company for better governance and result oriented to place deserving person in correct position.

#### **Nomination & Remuneration– Board of Management**

As per the Policy followed by the Company since inception the Non-executive directors are paid remuneration in the form of sitting fees for attending Board as fixed by the Board of Directors from time to time subject to statutory provisions. Presently sitting fee is Rs.1000 per Board meeting and / or committee meeting. In discretion of remuneration committee of the company time to time, the non-executives can be granted with employee stock options (ESOP) and other like benefits. The Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. When considering the appointment and remuneration of Whole Time Directors, the Nomination & Remuneration Committee (NRC) considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company. In winding up, the remuneration payable as per policy shall be strictly in line with the provisions applicable to the company in terms of Companies Act 2013 and SEBI Regulations including any modifications in due course.

#### **Disclosure of Information**

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and senior management accountable for more than 10% of the earnings of the Company, shall be disclosed in the Company's annual financial statements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

## **J.A. FINANCE LIMITED**

### **Approval of the Remuneration Policy**

The Policy shall apply to all future employment agreements with members of Company's Executive Management and Board of Directors. The remuneration including the perks, perquisites and other cost to all the directors and senior managerial personnel whether or not under contractual terms, shall be subject to the approval and recommendation of NRC and shall be on a reasonable factors considering the relevant experience, qualification, skills, expertise and such other factors as deemed proper to the committee in arriving a informed decision in best interest of the company.

### **Key Managerial Personnel and Senior Management**

Appointment of KMP & senior management and cessation of their service are subject to the approval of the NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Chairman & Managing Director (CMD) on the recommendation of the Whole Time Director concerned, where applicable, broadly based on the Remuneration Policy in respect of Whole Time Directors.

The Remuneration Policy is binding for the Board of Directors as regards its provisions on stock options. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Board's minutes.

### **Cautionary**

The Nomination & Remuneration Policy is reviewed annually and shall be re-enacted, amended, modified, substituted by the Board of Directors of the Company from time to time in consultation with NRC keeping in view the industry benchmark and corporate and corporate strategy. However all such amendments / modifications shall take effect from the date stated therein but shall be prospectively implemented.

Further the final discretion of nomination & remuneration of managerial personnel shall vest exclusively with NRC.

The Company's Nomination & Remuneration Policy (updated) shall be published on its website.