

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION:

In pursuance of the company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchange (as amended from time to time) this policy on nomination and remuneration of directors, KMP and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

2. DEFINITIONS:

- a) **"Act"** means Companies Act, 2013;
- b) **"Board"** means Board of Directors of the Company.
- c) **"Directors"** means Directors of the Company.
- d) **"Company"** means Royal Cushion Vinyl Products Limited.
- e) **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- f) **"Key Managerial Personnel" or "KMP"** means-
 - (i) Chief Executive Officer or the managing director or the manager;
 - (ii) Company Secretary;
 - (iii) Whole-time director;
 - (iv) Chief Financial Officer;
 - (v) Such other officer as may be prescribed.
- g) **"Nomination and Remuneration Committee" or "NRC"** means the committee set-up under section 178 of the Companies Act, 2013 and Para IV of the Clause 49 of the listing agreement entered into by the Company with the stock exchange.
- h) **"Senior Management"** means personnel of the Company occupying the position of President of any unit / division or Vice President including Vice President of any unit / division of 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 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. OBJECTIVE:

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP and senior management personnel.

4. EFFECTIVE DATE:

This policy shall be effective from 10.02.2015

5. APPLICABILITY:

- a) Directors (Executive and Non-Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel

6. REMUNERATION POLICY:

- a) The Company shall pay remuneration commensurate with comparable industry standards to all the employees/directors covered by the policy. The Company shall ensure that
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks
 - remuneration to directors, key managerial personnel and senior management.

b) **Remuneration to Managing/ Whole-time / Executive Director, KMP and Senior Management Personnel:**

i. Fixed pay:

The Director / KMP and Senior Management Personnel 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 and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and if required by law approved by the shareholders and Central Government, wherever required.

ii. Variable pay:

The Director / KMP and Senior Management Personnel may be paid commission or bonus depending in accordance with the terms of their employment contract. Provided however that in case of commission such amount shall not exceed the overall remuneration limit laid down in the Companies Act, 2013 or any other law.

iii. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director in accordance with the provisions of Schedule V of the Companies Act, 2013 or with the previous approval of the Central Government.

iv. Provisions for excess remuneration:

If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to 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 permitted by the Central Government.

c) ****Remuneration to Non- Executive / Independent Director:**

i. Remuneration Commission:

The remuneration / commission shall be fixed as per the conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder. However Company is BIFR it does not have any Independent Director.

ii. 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 Rs. 1 lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. However Company is BIFR it does not pay any sitting fees to Non- Executive Director.



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iii. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

iv. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

** As the Company is under BIFR (Sick Company), the management was unable to attract and the induct Professional and Independent Directors to meet the requirements of Clause 49 of the Listing agreement. This fact has been reported to the Bombay Stock Exchange from time to time.

7. MONITORING AND SUPERVISION

The NRC shall monitor and supervise compliance by the Company with the terms and conditions of the policy.

8. AMENDMENT

The NRC in consultation with Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

Place: Mumbai

Dated: 10th February, 2015