



REMUNERATION POLICY



Document Revision History

Version	Date of Release / Revision	Prepared / Revised By	Reviewed & Approved By		Reasons for revisions
			Name	Date	
1.0	22 May 2019	HR	Nomination and Remuneration Committee of the Board	22 May 2019	Initial version

Distribution

This document has been distributed to:

Version No.	Distribution Audience
V1.2	All Employees of KFPL, Management Team and Directors of KFPL



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1.0 Introduction

In terms of Section 178 of the Companies Act, 2013 as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors in its meeting dated May 22, 2019. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

1.1. Objective of the Policy

The policy is framed with the objective(s):

- i. 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.
- ii. That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iii. That the remuneration to Directors, Key Managerial Personnel (KMP), and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
- iv. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration.
- v. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry.
- vi. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations; and
- vii. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

1.2. Effective Date

This policy shall be effective from February 21, 2019

1.3. Definitions

In this Policy unless the context otherwise requires:

- i. 'Act' means Companies Act, 2013 and rules there under
- ii. 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company
- iii. Company means Karvy Fintech Private Limited
- iv. 'Directors' means Directors of the Company
- v. 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013
- vi. 'Key Managerial Personnel' (KMP) means:
 - Chief Executive Officer and / or Managing Director
 - Whole-time Director
 - Chief Financial Officer
 - Company Secretary
- vii. 'Ministry' means the Ministry of Corporate Affairs
- viii. 'Regulations' refers to and comprise of Companies Act, 2013, The Companies (Meeting of Board and its Powers) Rules, 2014, The Companies (Appointment and Qualification of Directors) Rules, 2014, The Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, and such other rules and provisions as applicable to the matters dealt in by this Policy.

'Senior Management Personnel' for this purpose shall mean employees of the company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional / vertical heads.

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.



2.0 Applicability

This Policy is applicable to:

- Directors viz. Executive, Non-executive and Independent
- Key Managerial Personnel
- Senior Management Personnel
- Other Employees of the Company

3.0 Appointment of Director, KMPs and Senior Management

- 3.1 The Nomination and Remuneration Committee (NRC or the Committee) shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel or Senior Management and recommend to the Board his / her appointment.
- 3.2 A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- 3.3 Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder.
- 3.4 The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years

4.0 Term / Tenure

4.1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Executive Director, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

4.2. Independent Director

Subject to the provisions of the applicable Regulations, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure(s) of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that, (i) number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director; and (ii) three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company or such prescribed period by the Statutory/Regulatory Authorities from time to time.

5.0 Evaluation

The Committee shall carry out evaluation of performance of every Director, Key Management and Senior Management Personnel at regular intervals (yearly).

6.0 Disqualifications for Appointment of Directors

6.1 Pursuant to section 164 of the Companies Act, 2013, a person shall not be eligible for appointment as a director of a company if:

- a. He is of unsound mind and stands so declared by a competent court;
- b. He is an undischarged insolvent;
- c. He has applied to be adjudicated as an insolvent and his application is pending;
- d. He has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:



Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

- e. He has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
- f. He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
- g. He has not complied with sub-section (3) of section 152.

6.2. No person who is or has been a director of a company which:

- i. Has not filed financial statements or annual returns for any continuous period of three financial years;
- or
- ii. Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so

7.0 Removal

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

8.0 Retirement

The Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company which currently is 58 years.

The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

9.0 Matters relating to the remuneration, perquisites for the Whole-time Director, KMP and Senior Management Personnel

The remuneration / compensation / profit-linked commission etc. to the Whole-time Director, Directors and Independent Directors will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the provisions of the Companies Act and the Rules issued there under.

As regards the remuneration of KMPs, Chairman & Managing Director/Senior Management Personnel and other employees, the determination shall be effected by way of annual presentation before the Committee by Head of HR and / or by the Chief Executive Officer, which would have requisite details. The Committee shall peruse the same and approve accordingly.

Organization wide Increments to the existing remuneration / compensation structure shall be approved by the Committee. Increments to the Whole Time Director(s) should be within the slabs approved by the Shareholders. Increments will, ideally, be effective from 1st April for employees who have put in at least nine months in the previous financial year, unless otherwise decided.

Where any insurance is taken by the Company on behalf of its Whole-time 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.

10.0 Remuneration to Whole-time / Executive / Managing Director

10.1. Remuneration

The Whole-time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be

within the overall remuneration approved by the shareholders of the Company on the recommendation of the Committee and the Board of Directors, wherever required.

10.2. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.

10.3. Provisions for excess remuneration

If any Whole-time 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.

11.0 Remuneration to Non-executive / Independent Director

11.1. Sitting Fees

Presently, as per Articles of Association of the Company, sitting fees to Directors is not payable. In future and subject to applicable regulations, the Committee may recommend for payment of sitting fees to the Non-executive Directors. The quantum of sitting fees will be determined as per the recommendation of the Committee and approved by the Board of Directors of the Company.

11.2. Profit-linked Commission

The profit-linked Commission, if any, shall be paid within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.

12.0 Remuneration to KMPs, Senior Management Personnel and Other Employees

The KMPs, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's compensation guidelines and / or as may be approved by the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's schemes and applicability.

Before approving the increment and bonus HR / or the Chief Executive Officer of the Company, will make a detailed presentation(s) before the Committee, setting out the proposed increment and performance bonus payouts for the next financial year. The Committee shall peruse and approve the same unless required under relevant regulations, to refer the same to the Board of Directors and / or Shareholders of the Company.

This Remuneration Policy shall apply to all future / continuing employment / engagement(s) with the Company. 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 Committee and Board meeting minutes.

The remuneration for KMPs and Senior Managerial Personnel and other employees of the Company shall be approved by the Committee based on the org-wide recommendation / presentation by the Principal – HR and / or the Chief Executive Officer of the Company. In case any of the relevant regulations require that remuneration of KMPs or any other officer is to be specifically approved by the Committee and / or the Board of Directors then such approval will be accordingly procured.

13.0 Disclosure(s) in Board's Report

Unless otherwise provided under the Regulations, The following disclosures shall form part of Annual Report of the Company by way of Board's report (wherever applicable):

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year
- ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year
- iii. The percentage increase in the median remuneration of employees in the financial year
- iv. The number of permanent employees on the rolls of Company
- v. The explanation on the relationship between average increase in remuneration and Company performance
- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company
- vii. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in



case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year

- viii. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof, pointing out if there are any exceptional circumstances for increase in the managerial remuneration
- ix. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company
- x. The key parameters for any variable component of remuneration availed by the Directors
- xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and
- xii. Affirmation that the remuneration is as per the remuneration policy of the Company

Explanation: For the purposes of this clause:

- i. The expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;
- ii. If there is an even number of observations, the median shall be the average of the two middle values

Unless otherwise provided under the Regulations, the Board’s report shall also include a statement showing the name of every employee of the Company, who:

- i. If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees;
- ii. If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month;
- iii. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.



The statement referred above shall also indicate

- i. Designation of the employee;
- ii. Remuneration received;
- iii. Nature of employment, whether contractual or otherwise;
- iv. Qualifications and experience of the employee;
- v. Date of commencement of employment;
- vi. The age of such employee;
- vii. The last employment held by such employee before joining the company;
- viii. The percentage of equity shares held by the employee in the company;
- ix. Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager; and
- x. Details of commission/ remuneration received by a managing or whole-time director of the company from the company's holding or subsidiary company.

Provided that the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month, as the case may be, as may be decided by the Board, shall not be circulated to the members in the Board's report, but such particulars shall be filed with the Registrar of Companies while filing the financial statement and Board Reports.

14.0 Dissemination

The details of the Policy and the evaluation criteria as applicable shall be published on Company's website and accordingly disclosed in the Annual Report as part of Board's report therein.

15.0 Amendments to the Policy

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.