

MOHAN MEAKIN LIMITED
Regd. Office: Solan Brewery (H.P.)

NOMINATION & REMUNERATION POLICY

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonise the aspirations of human resources consistent with the goals of the Company.

Objective and purpose of the policy

The objective and purpose of this policy are:

To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (executive/Non-executive) and recommend to the Board policies relating to the remuneration of the directors, Key Managerial Personnel Senior Manager and other employees. This includes, reviewing and approving corporate goals and objectives relevant to the compensation of the Managing Director, evaluating the Managing Director performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the board), determine and approve the MD's compensation level based on this evaluation; and making recommendations to the Board with respect to non-Managing Director compensation.

The policy also addresses the following items:

Committee member qualifications; Committee member appointment and removal; Committee structure and operations; and Committee reporting to the Board.

To formulate the criteria for evaluation of performance of all the directors on the Board;



To devise a policy on Board diversity; and

To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.

Constitution of the Nomination and Remuneration Committee

The Board has constituted the "Nomination and Remuneration Committee" of the Board on 30-05-2014. This is in line with the requirements under the Companies Act, 2013 ("Act").

Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy defined in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time shall have the meaning respectively assigned to them therein.

General

This Policy covers the matters to be forwarded and recommended by the Committee to the Board;

- (i) covers the appointment and nomination; and
- (ii) covers remuneration and perquisites etc.

Matters to be dealt by the Committee: -

- i) Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;
- ii) Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;



Succession plans:

Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;

Evaluation of performance:

Make recommendations to the Board appropriate performance criteria for the Directors.

Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company.

Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.

The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board, in accordance with the Board

Diversity policy.

The Committee is responsible for reviewing and making recommendations to the Board on:

- (i) The remuneration of the Managing Director, Whole-time Directors and KMPs
- (ii) The total level of remuneration of Non-executive Directors and for individual remuneration for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- (iii) The remuneration policies for all employees including KMPs senior management and other employees including base pay incentive payments, retirement rights and service contracts having regard to the need to :-
 - (a) attract and motivate talent to pursue the Company's long term growth;
 - (b) demonstrate a clear relationship between executive compensation and performance; and
 - (c) be reasonable and fair, having regard to best governance practices and legal requirements.



- (d) the Company's equality based incentive schemes including a consideration of performance thresholds and regulatory and market requirements;
- the Company's superannuating arrangements and compliance with relevant laws and regulations in relation to superannuating arrangements; and
- the Company's remuneration reporting in the financial statements and remuneration report.

Policy for appointment and removal of Director, KMPs and Senior Management

Appointment criteria and qualifications

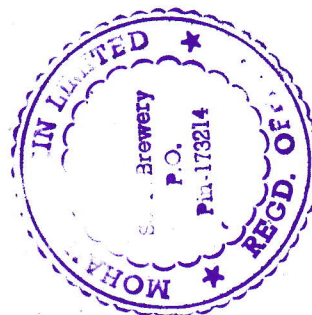
1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his/her appointment.

A person to be appointed as Director, KMP or senior management level 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.

- i) A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sector/areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.

The term of the person holding the position of Managing Director/Executive Director may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution.

A whole-time KMP of the Company shall not hold office in more than one company at the same time..



The Company shall appoint or re-appoint any person as its Managing Director and /or Whole-time 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.

(ii) Independent Director

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 of such appointment in the Board's report.

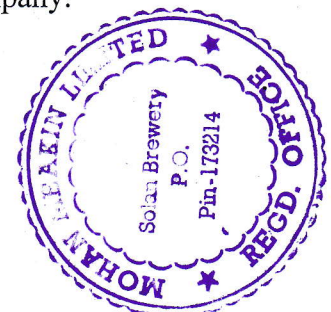
At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company

(iii) 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 or KMP subject to the provisions and compliance of the said Act, rules and regulations.

Retirement

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position /remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.



General

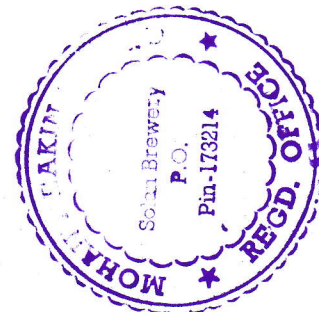
1. The remuneration/compensation/commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies act, 2013 and the rules made thereunder.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Minimum remuneration to the Managing Director -
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

The remuneration and reward structure for employees comprises two broad components- annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

Annual remuneration means to the annual compensation payable to the employees of the Company. This comprises two parts – a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber and high potential personnel in a competitive global market. The total remuneration level is to be re-set annually based on a comparison with the relevant established through independent comparison surveys, from time to time.

These lone-term schemes are implemented to attract and retain key talent in the industry.



Remuneration to Non-Executive/Independent Directors

1. Remuneration

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board and is revised from time to time, depending the Company's performance, and the provisions of the Companies Act, 2013 and the rules made thereunder.

The remuneration to the Non-executive Directors (including Independent Directors) 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.

Policy review

This policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

This Policy shall be included in the Report of the Board of Directors.

