

Archidply's Nomination and Remuneration Policy

Founded in 1976, Archidply Industries Ltd.'s founders, Sri Deen Dayal Daga, Sri Shyam Daga and Sri Rajiv Daga started Archidply with a vision that has transformed Archidply today into the one of the largest providers of Ply, Laminates and Veneers.

Background

The purpose of the Nominations and Remuneration Committee of the Board of Directors of Archidply Industries Limited is to oversee the Company's nomination process for the top level management and specifically to identify, screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the annual meeting of shareholders. The committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for executive directors and the senior management. The committee shall also develop and maintain corporate governance policies applicable to the Company.

Though this policy has been formally formulated and adopted in terms of Section 178 of the Companies Act, 2013 and the SEBI amendment of Listing Agreement to develop and maintain corporate governance policies applicable to the Company.

Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- ❖ To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel.
- ❖ To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- ❖ To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- ❖ To provide to Key Managerial Personnel reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- ❖ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- ❖ To devise a policy on Board diversity.
- ❖ To develop a succession plan for the Board and to regularly review the plan.

DEFINITION

Board means Board of Directors of the Company.

Directors mean Directors of the Company.

Key Managerial Personnel means

- ❖ Chief Executive Officer or the Managing Director or the Manager;

- ❖ Whole-time director;
- ❖ Chief Financial Officer;
- ❖ Company Secretary; and
- ❖ Such other officer as may be prescribed.

Senior Management means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional heads.

Constitution of the Nominations and Remuneration Committee

The Board was apprised that keeping in view the requirement of Section 178 of the Companies Act, 2013 for the Company to constitute Nomination and Remuneration Committee of The Board of Directors of the Company .

Role of Nominations and Remuneration Committee

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key roles of the Committee would be;

- a) Framing Nomination and Remuneration policy and deciding on all Nomination and Remuneration related issues;
- b) To monitor the Nomination and Remuneration policy of the Company from time to time;
- c) The committee also makes recommendations to the board on candidates for any Board vacancies;
- d) The committee coordinates and oversees the annual self-evaluation of the performance of board, MD, CEO and of individual directors on a half –yearly basis or such other interval as may be necessary in the governance of company;
- e) The committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmers for executive directors and the key management personnel;
- f) The Committee shall annually review and approve for the CEO and MD, the executive director and executive officer salary/compensation/ remuneration, etc.
- g) Any other matter as the Nomination and Remuneration Policy Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.
- h) To frame ESOP policy for employees and Directors.

Monitoring

The **Nomination and Remuneration Committee** will provide regular progress report to the Board.

The meeting of the Committee shall be held at such regular intervals as may be required. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being

evaluated. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Dissemination of Information

The Nomination and Remuneration Committee reports to the Board of the Company and the Company shall also upload this Policy on its website www.archidply.com.
