



Yaari Digital Integrated Services Limited

(formerly Yaarii Digital Integrated Services Limited and Indiabulls Integrated Services Limited)

(CIN: L51101HR2007PLC077999)

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POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES

BACKGROUND

Yaari Digital Integrated Services Limited believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws, as amended from time to time.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013 {Act}

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constituting the Nomination and Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than one-half shall be Independent Directors.
- The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- The Nomination and Remuneration Committee shall, while formulating the policy 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; and
- ✓ remuneration to directors, key managerial personnel and senior management 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.
- Such policy shall be disclosed in the Board of Director's report.

BRIEF OVERVIEW UNDER SECURITIES EXCHANGE BOARD OF INDIA {LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS} REGULATIONS, 2015 AS AMENDED { SEBI Regulations}

Nomination and Remuneration Committee

1. The Board of Directors shall constitute the nomination and remuneration committee as follows: (a) the committee shall comprise of at least three directors; (b) all directors of the committee shall be non-executive directors; and (c) at least fifty percent of the directors shall be independent directors.
2. The Chairperson of the nomination and remuneration committee shall be an independent director: Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.
3. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.
4. The role of the nomination and remuneration committee shall be as specified as in Part D of the Schedule-II of the Regulations, which covers:-
 - Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
 - Formulation of criteria for evaluation of Independent Directors and the Board;
 - Devising a policy on Board diversity;
 - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
 - The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- To recommend to the Board, compensation terms of the Executive Directors;
- To assist the Board in determining and implementing the Company's Policy on the remuneration of Executive Directors;
- Identifying the persons who are qualified to become directors and those who may be appointed in senior management in accordance with the criteria laid down by it and recommending to the Board their appointment and removal and carrying out the evaluation of the performance of every director; and
- Formulating the criteria for determining the qualifications, positive attributes and independence of a director.

CRITERIA FOR DETERMINING THE FOLLOWING:-

Qualifications for appointment of Directors {including Independent Directors}:-

- No specific qualification/s for Directors
- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills and industry experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- Applicable provisions of Companies Act 2013, its Rules and SEBI Regulations.

The above qualifications, {other than the statutory requirements which are mandatory}, are preferable and desirable with absolute discretion to the Nomination and Remuneration Committee to consider and keep in view any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors {including Independent Directors}:-

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- They are to actively refresh their knowledge and skill with the latest developments in the industry in which Company operates, market conditions and applicable legal provisions.
- They are to show willingness to devote sufficient time and attention for the Company and its business and execute their responsibilities
- They are to assist in bringing independent judgments to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

- They are able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- They are to act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

Conditions of Independence of Directors:-

- In compliance of terms of the Companies Act 2013 and its Rules { Section 149 –Schedule IV- Code for Independent Directors & Companies [Appointment and Qualification of Directors] Rules 2014 } and SEBI Regulations, as amended from time to time.

Criteria for appointment of Senior Management including KMP:-

- Their required qualifications, experience, skills & expertise to effectively meet their areas of work, duties and responsibilities and the experience of industry in which company operates.
- Their ability to assume the responsibilities and duties of their posts effectually.
- Appropriate other qualification/experience to meet the objectives of the Company.

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & OTHER EMPLOYEES {ON APPOINTMENT/SUBSEQUENT INCREASES}:-

- The Company shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- It should be ensured that no director/KMP/ other employee are involved in deciding his or her own remuneration.
- The market rates/ quantum and structures of remuneration as applicable to the comparable organisations in the similar business spheres should be given due consideration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks.
- Performance benchmarks are laid down.
- Increase in remuneration should provide rewards for improved performance.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
 - Responsibilities and duties;

- Time & efforts devoted;
 - Value addition;
 - Profitability of the Company & growth of its business;
 - Analyzing each and every position and skills for fixing the remuneration yardstick;
 - Ensuring text efficient remuneration structures.
 - Ensuring that remuneration structure is simple and that the cost to the Company {CTC} is not shown inflated and, in comparison, the effective take home remuneration is not low.
 - Any other criteria as may be applicable.
- Consistent treatment of remuneration parameters across the organisation.
 - Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
 - Whenever, there is any deviation from the Policy, the justification/reasons should also be indicated / disclosed adequately.

REVIEW

This shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time.