

SECUREVALUE INDIA LIMITED

NOMINATION AND REMUNERATION POLICY

I. Purpose

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee to align the objectives and goals of the Company with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time) ('Listing Regulations').

II. Nomination and Remuneration Philosophy

We believe that human capital is our most important asset required in fulfilling our business Objectives. We continually strive to foster an environment that enhances skills and leadership qualities among our teams. We also believe that a well-designed, consistently applied compensation program is fundamental to the creation of sustainable workforce over the long-term.

These objectives are achieved by following a well-defined hiring strategy and compensation program that links performance, efforts and achievements of Directors, KMP and other employees to the Company's goals and long-term objectives. The compensation structure is merit-based, market-led and benchmarked against industry standards.

III. Remuneration of Directors, KMP and Employees

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the shareholders resolution.

EXECUTIVE DIRECTORS:

The remuneration to Whole Time Directors and Executive Director(s) shall be recommended by NRC to the Board, keeping in view the existing contractual arrangements. The remuneration consists of both fixed compensation and variable (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually/ half yearly/ quarterly by the NRC based on their performance and terms of respective employment agreement.

KEY MANAGERIAL PERSONNEL (KMPS):

The terms of remuneration of Chief Financial Officer (CFO) and Company Secretary (CS) and other Key Management personnel, if any, shall be determined by the Nomination and Remuneration Committee from time to time. The remuneration shall be consistent with the competitive position of the salary for similar positions in the industry, company policy and their qualifications, experience, roles and responsibilities. Pursuant to the provisions of section 203 of the Companies Act 2013 the Board shall approve the remuneration at the time of their appointment.

The remuneration to directors, KMPs 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.

EMPLOYEES:

Focus on productivity and pay for performance has been the cornerstone of the Company's overall remuneration policy. The remuneration structure of employees is designed on principles of fairness, transparency and internal and external parity and involves an optimum balance of fixed and variable components. We have a CTC (Cost to Company) concept which differs for different level of manpower, which includes a fixed component (guaranteed pay) and a variable component (performance pay) depending upon employee grade. The percentage of the variable component increases with increasing hierarchy levels, as we believe employees at higher positions have a far greater impact and influence on the overall business result.

The CTC is reviewed once every year and the compensation strategy for positioning of individuals takes into consideration the following elements:

1. Performance
2. Criticality
3. Potential
4. Longevity in grade

Remuneration for new employees other than KMPs and Senior Management Personnel will be decided by the HR, in consultation with the concerned business unit head at the time of hiring, depending upon the relevant job experience, last compensation and the skill-set of the selected candidate.

The Company may also grant stock options to the employees and directors (other than Independent Directors and Promoter) in accordance with the ESOP Scheme, if any, of the Company and subject to the compliance of the applicable statutes and regulations.

AMENDMENTS TO THE POLICY

The Board of Directors on its own and/or as per the recommendations of the Nomination and Remuneration Committee can amend this Policy, as and when required as deemed fit. Any or all provisions of the Policy would be subject to revision / amendment in accordance with the Regulations on the subject as may be issued from relevant statutory authorities, from time to time.