

Wires & Fabriks (S.A.) Ltd.

Nomination & Remuneration Policy

This Nomination and Remuneration Policy is for nomination of Directors, Key Managerial Personnel (KMP) & Senior Managerial Personnel (SMP) of the Company and remuneration of Directors, KMP, SMP & other employees, in accordance with the requirements of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination

Identification & Recommendation

In identifying candidates, the Committee will review following:

Director:

- a. Qualification as per the Companies Act 2013 and other applicable laws. For any person proposed to be appointed as an Independent Director, relevant qualifications as per the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. The nature of existing positions held, including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment.
- c. Likely contribution to the overall effectiveness of the Board, including the benefits of diversifying the Board and constructive working with the existing directors, etc.
- d. Assessment in required criteria's including ability, integrity, qualifications, expertise, experience, etc. as per the needs of the company.

KMP/ SMP

- a. Assessment in required set of skills, as per the position, including ability, integrity, qualifications, expertise, experience, etc. as per the needs of the position/company.
- b. Likely contribution to the overall functioning of the Company.

Directors Evaluation & Removal

- a. Evaluation of all Directors will be done periodically, based on agreed criteria's, including their performance.
- b. Removal of Director will be recommended based on disqualification or evaluation.

Remuneration

Directors

- a. The Managing Director/ Whole-time Directors, etc. shall receive remuneration as per the required approvals as governed as per provisions of the Companies Act, 2013. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate taking into consideration the required factors.
- b. The Non-Executive Directors shall receive remuneration by way of Sitting Fees, as may be decided by the Board from time to time, as governed as per provisions of the Companies Act, 2013. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate taking into consideration the required factors. Any fees paid to Independent Directors for professional services shall not be considered as part of remuneration, subject to provisions of the Companies Act 2013.
- c. All Directors will be reimbursed expenses, including travelling expenses, incurred in performing their duties and/ or attending Board/Committee Meetings.

KMP/ SMP/ Other Employees

- a. KMP/ SMP/ Other Employees shall receive remuneration as per Company's policy, subject to compliance with the provisions of the Companies Act 2013.