

**BANGALORE SOFTSELL LIMITED**

(L85110KA1986PLC008020)

**Nomination & Remuneration Policy**

**Regd. Office:**

No.334/22, 1st floor, 1st main, 41st cross,  
8th block Jayanagar Bangalore ka 560082

Phone: 9845011800

Email: sragothaman@bangaloresoftsell.com

Website: <http://www.bangaloresoftsell.com/>

## **INTRODUCTION:**

BANGALORE SOFTSELL LIMITED has adopted this Policy as framed and recommended by the Nomination and Remuneration Committee. The Policy provides a framework for remuneration paid to the members of Board of Directors and for Key Managerial Personnel (KMP) and the Management Personnel (MP). This Policy also provides framework for identification of persons who are qualified to become directors and other Senior Management personnel.

## **TERMS OF REFERENCE**

In this Policy, the following terms shall have the following meanings:

**“Board”** means the Board of Directors of the Company.

**“Key Managerial Personnel or KMP”** means

- a. Managing Director or Chief Executive Officer or manager or whole time director
- b. Company Secretary and
- c. Chief Financial Officer
- d. Such other officer as may be prescribed under provisions or regulation of the Act.

**“Management Personnel”** collectively referred to as Executives.

**“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.

## **OBJECTIVE**

1. To attract, retain and motivate high quality members for the Board and executives.
2. To provide a well- balanced and performance-related compensation package, taking into account shareholder interests, industry practices and relevant Indian corporate regulations.
3. To ensure that the interests of Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent.

## **PRINCIPLES OF REMUNERATION**

1. Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's objectives.
2. The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

3. The Company shall remunerate the Executives in terms of their roles and responsibilities within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
4. The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures.
5. Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
6. The Company shall entrench a culture of performance driven remuneration, whether as part of increment or separately and in such form as may be considered appropriate.
7. The Company shall ensure that remuneration is affordable on a sustainable basis.

#### **REMUNERATION TO NON EXECUTIVE DIRECTORS**

Non Executive directors may be paid remuneration by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be permitted by the law applicable to such payments. Such payments shall be subject to the provisions of Companies Act, 2013.

#### **COMPENSATION STRUCTURE**

Executives unless otherwise decided by the Committee shall receive a competitive remuneration package consisting of the following components:

##### **Fixed salary**

Fixed salary rewards the executives for their day-to-day job performance and ensures a balanced overall remuneration package. The fixed salary shall comprise of basic salary and allowances as per the rules of the Company.

##### **Personal benefits**

Executives may have access to benefits/perquisites as per the rules and regulations of the Company. Executives may also be entitled to retirement benefits as per the rules of the Company.

## **CRITERIA FOR IDENTIFICATION OF THE BOARD MEMBERS AND APPOINTMENTS OF SENIOR MANAGEMENT**

The members of the board shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner.

Independent directors shall be person of integrity and possess expertise and experience and/or someone who the Committee/board believes could contribute to the growth/philosophy/strategy of the Company.

In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business, social perspective, educational and professional background and personal achievements.

Director should possess high level of personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieves its objectives. The candidate for the appointment of senior management should possess adequate qualification, characteristics and work experience. The candidate for senior management should also possess high level of personal and professional ethics, integrity and values.

For any appointment of senior management, the existing employees in the organisation may be preferred. While assessing the candidature of existing employee, his/her past performance in the Company should be taken into consideration.

## **AMENDMENTS TO THIS POLICY**

The Nomination and Remuneration Committee is entitled to amend this policy including amendment or discontinuation of one or more incentive programmes introduced in accordance with this Policy.