

REMUNERATION POLICY
FOR DIRECTORS, KEY
MANAGERIAL PERSONNEL
AND OTHER EMPLOYEES
OF HYREFOX
CONSULTANTS LIMITED

INTRODUCTION:

1. Hyrefox Consultants Limited recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
2. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
3. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
4. Ensuring that remuneration 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.

LEGAL FRAMEWORK AND OBJECTIVES:

- 2.1.1 Section 178 of the Companies Act, 2013 (“Act”) read with the applicable Rules thereto, provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“**SEBI Listing Regulations**”) read with Part D of Schedule II of SEBI Regulations (together referred to as “**Applicable Laws**”) require the Nomination and Remuneration Committee (“NRC” or the “Committee”) of the Board of Directors of every listed company, among other classes of companies, to:
- 2.1.2 Identify persons who are qualified to become Directors and who may be appointed in a KMP role in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- 2.1.3 formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- 2.1.4 For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- 2.1.5 formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 2.1.6 devising a policy on diversity of Board of Directors;
- 2.1.7 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.
- 2.1.8 Recommend to the Board of directors a policy relating to the remuneration of the directors, KMP and other employees.
- 2.1.9 Recommend to the Board, all remuneration, in whatever form, payable to senior management;

SCOPE AND EXCLUSION:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

TERMS AND REFERENCES:

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

- a. **“Director”** means a Directors appointed to the Board of the Company.
- b. **“Board”** means collective term of Directors of the Company.
- c. **“Key Managerial Personnel”** means
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the company secretary;
 - (iii) the whole-time director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed under the Companies Act, 2013
- d. **“Nomination and Remuneration Committee”** or **“NRC”** means the committee constituted by Hyrefox Consultants Limited Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

BOARD DIVERSITY:

The Committee in its nomination process and while making recommendations to the Board shall endeavor to have an optimum combination of Directors from different fields and gender. The Committee shall operate on the premise that a diverse and inclusive Board will be able to leverage different skills and perspectives which is essential for achieving long-term growth and development. The Committee shall set out the criteria for determining qualifications, positive attributes and independence while evaluating a person for appointment /re-appointment as Director with no discrimination on the grounds of ethnicity, nationality, gender or race or any other such factor. While reviewing the composition of the Board, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above.

BOARD FAMILIARIZATION AND LEARNING:

Regulation 25(7) of the SEBI Listing Regulations requires a listed entity to familiarize the Independent Director's inter-alia with the Company and their roles and responsibilities in the Company. Accordingly, the NRC has adopted a structured program for orientation and training of Non-Executive Directors including Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it operates.

The Company has a separately defined Familiarization Program for the Directors which also focusses to update the Directors, on a continuing basis, on any significant changes therein so as to be in a position to take well-informed and timely decisions.

REMUNERATION TO EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board, on the recommendation of the NRC, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The Board, on the recommendation of the NRC Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- i. Basic Pay
- ii. Perquisites and Allowances
- iii. Stock Options
- iv. Commission (Applicable in case of Executive Directors/KMPs & Non executive and Independent Director)
- v. Retrial benefits
- vi. *Annual Performance Bonus*

The Annual Plan and Objectives for Executive Directors and Senior Executives shall be reviewed by the NRC Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

REMUNERATION TO NON-EXECUTIVE DIRECTORS:

The Board on the recommendation of the NRC Committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

QUALIFICATIONS AND CRITERIA:

The Nomination and Remuneration Committee (NRC), and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of individual Board members, the NRC Committee may take into account factors, such as:

- General understanding of the Company
- Business dynamics, global business
- Social perspective
- Educational and professional background
- Standing in the profession
- Personal and professional ethics, integrity and values

- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

THE PROPOSED APPOINTEE SHALL ALSO FULFILL THE FOLLOWING REQUIREMENTS:

- Shall possess a Director Identification Number
- Shall not be disqualified under the Companies Act, 2013.
- Shall give his/her written consent to act as a Director Shall endeavor to attend all Board Meetings and wherever he/she is appointed as a Committee Member, the Committee Meetings
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel
- Shall disclose his/ her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his / her shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity listing Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other relevant laws, The NRC shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

CRITERIA OF INDEPENDENCE:

The NRC shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same as require. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

The criteria of appointment of independence, as laid down in Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 shall, inter alia.

SUCCESSION PLANNING:

Succession Planning is done to ensure that the affairs of the Company are not impeded on account of events viz; retirement, resignation, death, etc. The NRC shall draft and recommend to the Board a succession plan for the appointments made to the Board as well as KMPs. The NRC shall review such plan on an annual basis and recommend revisions, if any, to the Board. The NRC shall work with the management and follow the following process for effective succession planning: a. Assessment of *potential employees and creation of a leadership pool*. b. *Development of the talent pool through actions* such as involvement in strategic meetings, leadership workshops with top management, coaching, anchoring, job rotations, role enhancement, council memberships and involvement in cross function projects etc.

POLICY REVIEW:

This Policy may be amended, modified or supplemented, from time to time, to ensure compliance with any amendment, modification or supplementation to the Companies Act, 2013 and rules made there under, SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992 and rules/regulations/guidelines made there under, RBI regulations/guidelines or any other law and any other regulatory provisions applicable to the Company and/or its' business relating to Employee/Directors' compensation, issued from time to time.

Any such amendment shall be made by the Board of the Company, which shall be ratified at the next meeting of the NRC of the Company, held after such amendment.

The NRC may issue/implement such guidelines, procedures, formats and/or reporting mechanisms to enforce this Policy as it may deem fit.

GENERAL:

This policy will be posted on the Company's Website www.hyrefox.com .

In the Event of any inconsistency between this policy and applicable laws, the applicable laws will prevail.

HyreFox Consultants Limited
Navaldeep
Director/Authorised Signatory