



## **NOMINATION AND REMUNERATION POLICY**

**SODHANI CAPITAL LIMITED**

**CIN - U65991RJ2019PLC064264**

**Reg. Office- P No. C 373, First Floor, C Block, Vaishali Nagar, Jaipur, 302021, Rajasthan**

**Email Id: - [sodhanicapital@gmail.com](mailto:sodhanicapital@gmail.com), [info@sodhanicapital.com](mailto:info@sodhanicapital.com)**



## 1. Regulatory Framework

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the Regulation 19 of SEBI (LODR) Regulations 2015, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been approved by the Board of Directors at their meeting held on December 13, 2024.

## 2. Objective of Policy

- a. Appointment and removal of Directors, Key Managerial Personnel and employees in Senior Management;
- b. Remuneration payable to the Directors, Key Managerial Personnel and employees in Senior Management;
- c. Board Diversity;
- d. Succession plan for Directors, Key Managerial Personnel and employees in Senior Management; and
- e. Evaluation of individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board

## 3. Definition

- a. **“Board”** means Board of Directors of the Company.
- b. **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the provisions of Applicable Law.
- c. **“Directors”** means the Directors of the Company
- d. **“Independent Director”** means a Director referred to in Section 149(6) of Act and rules made there under and applicable regulations/provisions and SEBI LODR Regulations as applicable to the extent.
- e. **“Key Managerial Personnel (KMP)”** shall mean the officers of the Company as defined in Section 2(51) of the Companies Act: -
  - the Chief Executive Officer (CEO) or the managing director or the manager;
  - the Company Secretary;
  - the Whole-Time Director;
  - the Chief Financial Officer (CFO); and
  - 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;
- f. **“Policy”** means Nomination and Remuneration Policy;
- g. **“Senior Management Personnel (SMP)”** 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.

- h. “**SEBI Regulations**” mean the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### **4. Composition of the Committee**

The Nomination and Remuneration Committee:

<b>S. No.</b>	<b>Name of Director</b>	<b>Designation</b>
1.	Abhishek Gupta	Chairperson (Independent Director)
2.	Shiksha Sharma	Member (Independent Director)
3.	Pulkit Jain	Member (Independent Director)

#### **5. Quorum of the Meeting**

The quorum for a meeting of the committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

#### **6. Periodicity of the Meeting**

The NRC shall meet as and when required. However, it shall meet at least once in a year.

#### **7. Proceedings**

- The meeting of the NRC shall be held at such regular intervals as may be required by the Company;
- A member of the NRC is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated;
- The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.
- Matters arising for determination at NRC meetings shall be decided by a majority of votes of Members present, and voting and any such decision shall for all purposes be deemed a decision of the NRC;
- In case of equality of votes, the Chairman of the meeting will have a casting vote;
- The proceedings of all meetings shall be signed by the Chairman of the NRC at the subsequent meeting. Minutes of the NRC meetings will be tabled at the subsequent Board and NRC meeting.

#### **8. Roles and Responsibilities**

- To formulate a criteria for determining qualifications, the positive attributes and independence of a Director;
- To recommend to the Board a policy relating to remuneration of the Directors, Key Managerial Personnel and other employees;
- To recommend to the Board the appointment and removal of Key Managerial Personnel and Senior Management;



- d. To identify 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 for their appointment and removal;
- e. To recommend to extend or continue the term of appointment of the independent directors, on the basis of the report on performance evaluation of independent directors;
- f. To carry out evaluation of a director's performance and recommend to the Board appointment /removal based on his / her performance;
- g. Recommend to the Board on the policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management; and the Executive Director/s Remuneration and incentive;
- h. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- i. To ensure that the level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- j. To devise a policy on Board diversity;
- k. To develop a succession plan for the Board and to regularly review the plan;
- l. To ensure that there is an appropriate induction and training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- m. To ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- n. To identify and recommend Directors who are to be put forward for retirement by rotation;
- o. To determine the appropriate size, diversity and composition of the Board;
- p. To set a formal and transparent procedure for selecting new Directors for appointment to the Board;
- q. To evaluate the performance of the Board members and Senior Management in the context of the Company's performance from a business and compliance perspective;
- r. To delegate any of its powers to one or more of its members or the Secretary of the NRC;
- s. To recommend any necessary changes to the Board;
- t. Review Professional indemnity and liability insurance taken by the Company for Directors, Key Managerial Personnel and Senior Management;
- u. To consider any other matters as may be requested by the Board.

## 9. General

The Policy would be subject to revision/amendment in accordance with the applicable laws. Unless required earlier, the NRC shall review the Policy once in every two years for making suitable amendments for better implementation of the Policy.

The power to interpret and administer the Policy shall rest with the Chairperson of the NRC whose decision shall be final and binding. The Chairperson is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or placed before the NRC, from time to time, to ensure the Committee's oversight on these issues.

\*\*\*\*\*