



## TCNS CLOTHING CO LIMITED

### POLICY ON NOMINATION, REMUNERATION AND BOARD DIVERSITY

*[Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**Effective Date:** 2<sup>nd</sup> February 2018

#### 1. PREAMBLE

The board of directors (the “**Board**”) of TCNS Clothing Co. Limited (“**Company**”) on the recommendation of human resources and the nomination and remuneration committee (the “**Committee**”) has approved and adopted this nomination, remuneration and board diversity policy (the “**Policy**”) in compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

#### 2. OBJECTIVES

The main objectives of this Policy are:

- (a) To lay down the criteria and the terms and conditions with regard to identifying the relevant person(s) who are qualified to become directors (executive and non-executive including independent directors), key managerial personnel (“**KMP**”) and persons who may be appointed in senior management positions.
- (b) To lay down criteria for determining the Company’s approach to ensure adequate diversity in its Board.
- (c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage for the Company.
- (d) To determine remuneration framework of directors, KMPs and other senior management personnel’s keeping in view all relevant factors including industry trends and practices.

#### 3. ATTRIBUTES, QUALIFICATIONS AND DIVERSITY

##### Directors and Key Managerial Personnel

- (i) The Committee shall be responsible for identifying a suitable candidate for appointment as director or as KMP of the Company.
- (ii) The Board shall consist of such number of directors as is necessary to effectively manage the Company of the size and nature as of the Company, subject to a minimum of 3 (three) and maximum of 15 (fifteen) directors, including woman directors. The Board shall have an appropriate combination of executive, non-executive and independent directors. The Company shall appoint a Chairman, and a Managing Director or Chief Executive Officer. The role of the Chairman, and Managing Director or Chief Executive Officer shall not be exercised by the same individual.



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- (iii) While evaluating a person for appointment / re-appointment as director or as KMP, the Committee shall consider and evaluate number of factors including but not limited to background, knowledge, skills, abilities (ability to exercise sound judgement), professional experience & functional expertise, educational and professional background, personal accomplishment, age, experience, understanding of the telecommunication sector / industry, marketing, technology, finance and other disciplines relevant to the business etc. and such other factors that the Committee might consider relevant and applicable from time to time towards achieving a diverse Board.
- (iv) The Committee shall ensure that the proposed director satisfies the following additional criteria:
- Eligible for appointment as a director on the Board of the Company and is not disqualified in terms of Section 164 and other applicable provisions of the Companies Act 2013 and the Listing Regulations.
  - Has attained minimum age of 25 (twenty five) years and is not older than 70 (seventy) years.
  - Does not hold directorship in more than 20 (twenty) companies (including private and public limited companies) or 10 (ten) public limited companies incorporated in India.
  - Will be able to devote sufficient time and efforts in discharge of duties and responsibilities effectively.
- (v) While evaluating a person for appointment / re-appointment as an independent director, the Committee shall ensure that the proposed appointee satisfies the following additional criteria:
- Meet the baseline definition and criteria of “independence” as set out in Section 149 of the Companies Act, 2013, the Listing Regulations and other applicable laws.
  - Should not hold the position of independent director in more than 7 (seven) Indian listed companies and if serving as a whole-time director in any Indian listed company then in not more than 3 (three) Indian listed companies as required and specified under regulation 25 of SEBI (Listing Obligation and Disclosure Requirements 2009) Regulations.
  - Should not hold any board / employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.

The re-appointment / extension of term of any board members shall be on the basis of their performance evaluation report.



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Note: Senior Management means personnel of the Company who are members of its core management team excluding the Board and shall comprise of all members of management one level below the executive directors, including all functional heads.

### 4. REMUNERATION POLICY

#### (a) Board Members

The overall limits of remuneration (including the sitting fees and profit linked commission of the Board members including executive board members (i.e. managing director, whole-time director, executive directors etc.) and non- executive independent directors are governed by the provisions of Section 197 of the Companies Act, 2013, rules made thereunder and shall be approved by the shareholders of the Company and shall be subject to availability of profits of the Company.

Within the overall limit approved by the shareholders, on the recommendation of the Committee, the Board shall determine the remuneration. The Board can determine different remuneration for different Directors on the basis of their role, responsibilities, duties, time involvement etc.

#### (b) Remuneration to Key Managerial Personnel (other than Managing Director and Whole-Time Director)

The remuneration of KMP's (other than managing director and whole time director), shall be approved by the Board and any revision thereof shall be done as per the compensation and appraisal policy of the Company.

The remuneration payable to KMP's (other than managing director and whole- time director), shall consist of (a) fixed pay, which is payable monthly and include basic pay, contributions to retirement benefits, house rent allowance or company-leased accommodation and other allowances as per the Company's policy (b) variable pay (paid at the end of financial year) directly linked to the performance of the individual employee (i.e. achievement against pre-determined KRA's), his / her respective business unit and the overall Company performance (c) long term incentive / ESOPs, as may be decided by the Committee from time to time.

### 5. DISCLOSURES BY THE COMPANY

This Policy shall be disclosed in the Company's annual report.

### 6. GENERAL

The Board is authorised to amend the Policy to give effect to any changes / amendments notified by Ministry of Corporate Affairs or Securities and Exchange Board of India with regards to directors' any matter covered by this policy. This Policy shall be placed before the Board for noting and ratification. Any questions and clarifications relating to this Policy should be addressed to the Company Secretary.