

NOMINATION AND REMUNERATION POLICY

Oriental Trimex Limited

1. Preamble

Oriental Trimex Limited recognizes that an effective Nomination and Remuneration Policy is essential to attract, retain and motivate competent Directors, Key Managerial Personnel (KMPs) and Senior Management, and to ensure good corporate governance.

This Policy is framed in accordance with the provisions of **Section 178 of the Companies Act, 2013** and **SEBI (Listing Obligations and Disclosure Requirements) Regulations**, as applicable.

2. Objective

The objectives of this Policy are to:

- Identify and recommend qualified individuals for appointment as Directors and KMPs
- Establish a transparent and fair remuneration framework
- Ensure that remuneration is reasonable, competitive and performance-oriented
- Promote ethical governance and long-term value creation

3. Applicability

This Policy shall apply to:

- Board of Directors
- Independent Directors
- Key Managerial Personnel (KMPs)
- Senior Management

4. Nomination and Remuneration Committee (NRC)

4.1 Constitution



The Board shall constitute a **Nomination and Remuneration Committee** comprising Directors as prescribed under applicable laws, with a majority of Non-Executive / Independent Directors.

4.2 Role of the Committee

The NRC shall:

- Identify and recommend persons for appointment or re-appointment as Directors and KMPs
- Formulate criteria for evaluation of performance of Directors and Senior Management
- Recommend remuneration structure and policies
- Ensure compliance with statutory requirements

5. Criteria for Appointment

5.1 Directors

While recommending appointment of Directors, the Committee shall consider:

- Integrity, ethics and values
- Professional qualifications and experience
- Expertise relevant to the Company's business
- Independence (for Independent Directors)

5.2 Key Managerial Personnel & Senior Management

Criteria shall include:

- Educational background
- Industry experience
- Leadership qualities
- Track record and performance

6. Remuneration Policy

6.1 Guiding Principles

Remuneration shall:

- Be competitive and aligned with industry standards
- Reflect individual performance and responsibilities
- Support achievement of Company's strategic objectives
- Be compliant with statutory provisions



6.2 Remuneration of Directors

- Executive Directors may receive:
 - Salary
 - Allowances and perquisites
 - Performance-based incentives
- Non-Executive and Independent Directors may receive:
 - Sitting fees
 - Reimbursement of expenses
 - Commission, if approved by shareholders
- Independent Directors shall not receive stock options

7. Remuneration of KMPs and Senior Management

- Remuneration shall include fixed and variable components
- Performance-linked incentives may be provided
- Annual increments shall be based on performance appraisal

8. Performance Evaluation

- The NRC shall specify criteria for performance evaluation of:
 - Board
 - Committees
 - Directors
 - KMPs and Senior Management
- Evaluation shall be conducted annually
- Results shall be reviewed by the Board

9. Disclosures

The Company shall disclose:

- Composition of the NRC
- Salient features of this Policy
- Remuneration details as required under law in the Board's Report and Annual Report, as applicable.

10. Policy Review & Amendment

- This Policy shall be reviewed periodically by the NRC and the Board



- Amendments shall be made as per changes in law or business needs
- In case of conflict, statutory provisions shall prevail

For Oriental Trimex Limited

