

## **NOMINATION AND REMUNERATION POLICY**

### **1. Introduction**

This Nomination & Remuneration Policy (“Policy”) of the company is formulated under the Companies Act, 2013 (“Act”).

### **2. OBJECTIVE**

This Policy is intended to achieve the following objectives:

- a) To lay down criteria, positive attributes, independence of a director and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive including Independent Directors), Key Managerial Personnel and persons who may be appointed in senior management positions.
- b) Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- c) To specifying the manner for effective evaluation of the performance of the members of the Board individually, Board as a whole and committees thereof and review its implementation and compliance.
- d) To Formulate the criteria for determining qualifications, positive attributes and independence of a director and
- e) To recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- f) Devise a policy on diversity of Board of Directors.

### **3. COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE**

Pursuant to Section-178 of the Companies Act, 2013 the Board of Directors shall constitute a Nomination and Remuneration Committee (hereinafter referred to as Committee) consisting of three non-executive directors out of which not less than one half are Independent Directors. The Chairperson of the company may be appointed as member of the committee but shall not chair such committee.

### **4. SCOPE**

This Policy does not cover temporary or contractual employees, trainees, apprentices, consultants engaged on a retainer basis or otherwise and casual labour.

This policy is applicable regarding the appointment and remuneration in case of:

- (a) Directors(Including Executive and Non-Executive Directors including Independent Directors)
- (b) Key Managerial Personnel
- (c) Senior Management Personnel

## 5. DEFINITIONS

a) **“Applicable Law”** includes any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.

b) **“Company”** means Zenlabs Ethica Limited.

c) **“Employee”** means any person who is in the permanent employment of the Company.

d) **“Senior Management Personnel”** means officers/personnel of the Company who are members of its Core Management Team excluding the Board of Directors. This would also include all members of management one level below managing director / whole time director and shall specifically include chief financial officer and company secretary.

e) **Key Managerial Personnel” means:**

- The Chief Executive Officer or the managing Director or the manager
- The Company Secretary
- The Whole Time Director
- The Chief Financial Officer
- 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
- Such other officer as may be prescribed

## 6. APPLICABILITY OF PARTS

a) Part I provides for criteria for appointment of Directors, Key Managerial Personnel, Senior Management Personnel and other employees;

b) Part II deals with remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

c) Part III deals with evaluation of performance of directors, board as a whole and committees thereof.

## PART I: APPOINTMENT GENERAL

### CRITERIA

a) The Board shall comprise of optimum number of Directors as is necessary to effectively manage the affairs of the Company. Subject to a minimum of 3 and maximum of 15, the Board shall have an appropriate combination of Executive, Non-

Executive, Independent and Women Directors.

- b) The Committee shall be responsible for identifying suitable candidate for appointment as Director of the Company. While evaluating a person for appointment / re- appointment as Director, 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 and functional expertise, educational and professional background, personal accomplishment, age, experience and such other factors that the Committee might consider relevant and applicable from time to time towards achieving a diverse Board.
- c) The proposed candidate shall possess appropriate expertise, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, medical science, pharmaceutical, Agriculture, Corporate Governance or such other areas related to the Company's business as determined by the Committee.
- d) During the term of the office, every director shall
  - i. uphold ethical standards of integrity and probity;
  - ii. act objectively and constructively;
  - iii. exercise responsibilities in a bona-fide manner in the interest of the Company;
  - iv. shall be free from any disqualifications as stipulated under the Act as well as the SEBI (LODR) Regulations,2015;
  - v. shall be able to devote sufficient time and efforts in discharge of duties and responsibilities effectively.

#### **APPOINTMENT OF MANAGING DIRECTOR/ WHOLE-TIME DIRECTOR**

The Board shall appoint Managing Director/Whole-time Director based on the recommendation of the Committee.

The terms and conditions of the appointment shall be in accordance with the provisions of Applicable Law.

#### **APPOINTMENT OF INDEPENDENT DIRECTOR**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Independent Directors shall register themselves in the databank of Independent Directors in accordance with the provisions of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

Unless exempt, the Independent Directors shall pass the online proficiency self-assessment test as per the provisions of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019

#### **APPOINTMENT OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL (NOT BEING A DIRECTOR)**

- a) The Committee shall be responsible for identifying suitable candidate for the position of Key Managerial Personnel and other Senior Management Personnel;
- b) The appointment of Key Managerial Personnel and Senior Management Personnel shall be approved by the Board on recommendation of the Committee.

#### **REMOVAL OF DIRECTORS, KMP OR SENIOR MANAGEMENT PERSONNEL**

The Committee may recommend with reasons recorded in writing, the removal of a Director, Managerial Personnel or Senior Management Personnel subject to the provisions and compliance of Applicable Law, and rules and regulations and the policy of the Company.

#### **PART II: REMUNERATION**

While determining the remuneration the following shall be ensured:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, KMP, senior management and other employees to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate benchmarks and
- Remuneration to directors, KMP, senior management and other employees involves a balance of fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

#### **REMUNERATION TO MANAGING DIRECTOR/WHOLE-TIME DIRECTOR**

The compensation paid to the executive directors (including Managing Director and Whole Time Directors) will be within the limits approved by the shareholders. The elements of the total compensation, approved by the NRC will be within the overall limits specified under provisions of section 197 of the Act read with the Rules and Schedule V made thereunder.

b) 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.

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

Non-Executive Directors shall be entitled to sitting fees as per the ceiling/limits as provided under the Companies act, 2013 and the rules made thereunder or any other enactment for the time being in force.

The remuneration / compensation to the NEDs will be as determined by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors.

The sitting fees payable to the NEDs for attending the Board and committee meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to comparable best in class companies.

Any remuneration paid to NEDs for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes as mentioned above if the following conditions are satisfied:

- i) The services are rendered by such Director in his capacity as the professional; and
- ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

NEDs are entitled to be paid all travelling and other expenses they incur for attending to the Company's affairs, including attending meetings of the Company.

The remuneration payable by the Company to NEDs shall be subject to the conditions specified in the Act and the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

#### **REMUNERATION TO KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL (NOT BEING A DIRECTOR)**

The Committee shall propose the remuneration for the KMPs and Senior Management Personnel to the Board. The Board shall have the final authority to approve the remuneration based on recommendation of Committee.

The remuneration may include basic salary, allowances, perquisites, performance linked incentive, retirement benefits, joining / retention bonus, long-term or retention incentives, leave travel concessions, ex-gratia / one-time payments, medical benefits, housing / other loans at concessional rates, severance package or any other component / benefits.

**PART III- EVALUATION OF PERFORMANCE OF DIRECTORS, BOARD AS A WHOLE AND COMMITTEES THEREOF**

The committee shall review the performance of all directors and submit its observations with the chairman of the Board for necessary discussion and consequential action. The performance of Board and its various committee will be evaluated by the Committee. The performance shall be reviewed for every financial year either at the end of the year or beginning of the next year.

The Independent Directors shall annually:

- a) review the performance of Non-Independent Directors and the Board as a whole and
- b) review the performance of the chairperson of the company taking into account the views of all the Directors.

Committee may evaluate the Directors on following factors:

- a) Attendance at Board meetings and Board Committee meetings;
- b) Chairmanship of the Board and Board Committees;
- c) Contribution and deployment of knowledge and expertise at the Board and Committee meetings;
- d) Guidance and support provided to senior management personnel of the company outside the Board Meetings;
- e) Independence of behaviour and judgement;
- f) Impact and Influence

**ADMINISTRATION, REVIEW AND AMENDMENT OF THE POLICY**

The Committee shall monitor and periodically review the Policy and recommend the necessary changes to the Board for its approval.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy