

1. Preamble

This policy shall be called the '**Nomination & Remuneration Policy**'.

This Policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") 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 ("Listing Regulations"). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law.

2. Objectives of the Policy

- 2.1 To formulate the criteria for identifying persons who are qualified to become Directors (Executive and non executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

3. Definitions

"**Act**" means the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.

"**Board**" means Board of Directors of the Company

"**Committee**" means the Nomination and Remuneration Committee of the Board;

"**Company**" means Keystone Realtors Limited

"**Director**" means a director appointed to the Board of the Company

"**Independent Director**" means a Director referred to in Section 149

(6) of the Act "**Key Managerial Personnel (KMP)**" means

- i. the Managing Director or the Chief Executive Officer of the Manager and in their absence, a whole time director
- ii. the Company Secretary
- iii. the Chief Financial Officer
- iv. Such other officer as may be prescribed under the Act.

"**Senior Management**" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include

company secretary and chief financial officer.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act, 2013 and rules and regulations made thereunder.

4. Appointment and removal of Directors, KMP and Senior Management

4.1. Appointment criteria and qualifications

- a. The Committee shall ascertain the integrity, qualification, expertise and experience of the person identified for appointment as Director, KMP or Senior Management and recommend his/her appointment to the Board.
- b. A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise and experience for the position he / she is considered for.
- c. The candidate should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board member.

4.2 Term / Tenure

a. Managing Director / Whole-time Directors

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. Independent Directors

An Independent Director shall hold office for a term up to five consecutive years 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, 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. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves, is restricted to applicable regulations in force.

c. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

d. Retirement

Directors, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

5. Remuneration to Directors, KMP and Senior Management

5.1. General

- a. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives) and shall be consistent with recognized best practices.
- b. Remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.
- c. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director/ Whole-time Director.
- d. The Company may implement reward & retention schemes from time to time as per organizational needs. These shall be subject to approval of the Committee.

5.2 Remuneration to Directors

- a. Remuneration to Directors, Managing Directors, whole time directors and managers shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- b. Non executive, non independent directors shall not be entitled to sitting fees for attending meetings of the Board and its Committees.
- c. Independent Directors shall be entitled to a commission as may be approved by the Board in addition to sitting fees for attending Board / committee meetings. The aggregate commission payable shall be recommended by the Committee to the Board based on company performance, profits, return to investors, stakeholder value creation and any other significant qualitative parameters as may be decided by the Board.

The Committee shall recommend to the Board the quantum of commission for each director based on the outcome of the evaluation process, including factors relating to attendance and time spent in the Board and committee meetings, individual contribution at meetings and contributions made by directors other than in meetings.

- d. Independent directors shall not be entitled to any stock options
- e. Independent Directors may be paid sitting fees (for attending meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.
- e. The Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his role as a director of the company, in addition to sitting fees and commission.
- f. The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless the services rendered are of a professional nature and the Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.
- g. Where any insurance is taken by the Company on behalf of its Non Executive Directors, for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration

- h. The Board, on the recommendation of the Committee, shall approve the remuneration payable to whole time and executive directors within the limits approved by the shareholders.

5.3 **Remuneration to Key Managerial Personnel and Senior Management**

- a. The remuneration to key managerial personnel and senior management should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:
 - o Market competitive
 - o Driven by the role played by the individual.
 - o Consistent with recognized best practices.
- b. Senior Management shall be assigned grades according to their qualifications, work experience and competencies and their role and responsibility in the organization. Individual remuneration shall be based on various factors such as job profile, skill sets, seniority, experience, performance and other benchmarking parameters.
- c. Remuneration to key managerial personnel shall be a balance of fixed and a performance linked variable pay component as per the compensation policy of the Company. The performance linked variable pay shall be linked to individual and business performance. They shall also be entitled to annual increments which shall be reviewed and approved by the Committee at an organizational level. Additionally they may be paid / offered other benefits / perquisites as per Company policies.

6. **Policy implementation**

The Nomination and Remuneration Committee is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

7. **Modification and amendment**

Any changes or modification to this Policy shall be recommended by the Committee to the Board for its approval. This Policy may be reviewed and amended by the Board as and when any changes are to be incorporated due to changes in the regulations or as thought necessary or appropriate by the Board.