



# **ZEAL AQUA LIMITED**

**CIN No: L05004GJ2009PLC056270**

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## **REMUNERATION COMMITTEE POLICY**

**(POLICY ON APPOINTMENT AND REMUNERATION  
FOR  
DIRECTORS, KEY MANAGERIAL PERSONNEL AND  
SENIOR MANAGEMENT EMPLOYEE)**

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## DEFINITIONS

1. **'Act'** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
2. **'Board'** means the Board of Directors of the Company.
3. **'Directors'** mean Directors of the Company.
4. **"Key Managerial Personnel"** means
  - Chief Executive Officer or the Managing Director or the Manager;
  - Whole-time Director;
  - Chief Financial Officer;
  - Company Secretary;
  - 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 officers as may be prescribed.
5. **'Senior Management'** means personnel of the Company who are members of its core management team excluding the Board of Directors and including the Functional Heads.

## Terms of Reference for Remuneration Committee:

### 1. Membership

- 1.1. Members of the committee shall be appointed by the board. The committee shall be made up of at least 3 [Three] members, who shall be non executive director and atleast fifty percent of the directors shall be independent director.
- 1.2. Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. The members shall appoint the committee chairman who shall be an independent non executive director. Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee In the absence of the committee chairman, the remaining members present shall elect one of themselves to chair the meeting.

### 2. Secretary

- 2.1. The company secretary or other designated person shall act as the secretary of the committee.

### 3. Quorum

- 3.1. The quorum for a meeting of the nomination and remuneration 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. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise



all or any of the authorities, powers and discretions vested in or exercisable by the committee.

#### **4. Frequency of meetings**

4.1 The committee shall meet at least once in a year and at such other times as the Chairman of the Committee shall require.

#### **5. Notice of meetings**

5.1 Meetings of the committee shall be summoned by the secretary of the committee at the request of any of its members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend, not later than 7[seven] days before the date of the meeting. Detailed agenda and the supporting papers for each of the meeting shall be sent to the committee members and to other attendees as appropriate, at the same time.

#### **6. Minutes of meetings**

6.1 The secretary shall minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.

6.2 Minutes of committee meetings shall be circulated promptly to all members of the committee and once agreed, to all members of the board.

#### **7. Annual General Meeting**

7.1 The chairman of the committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the committee's activities.

#### **8. Role Of The Committee**

##### **1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.



## **2. Policy for appointment and removal of Director, KMP and Senior Management**

### **Appointment criteria and qualifications**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as a Whole-time Director who has attained the age of seventy years.
- A person shall be considered for appointment as an Independent Director on the Board of the Company, only if he/she discloses in writing his/her independence in terms of Section 149 of the Companies Act, 2013.

### **Term / Tenure**

Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive 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 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, 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- 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 seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time/Managing Director of a listed company or such other number as may be prescribed under the Act.



### **Evaluation**

The Committee shall advise the process to carry out evaluation of performance of every Director, KMP and Senior Management Personnel and other employees at regular interval (yearly).

Performance evaluation of the KMPs, Senior Management Personnel and other employees shall be carried out by their respective reporting Executives and Functional Heads. Performance evaluation of the Independent Directors shall be carried out by the entire Board, except the Independent Directors being evaluated.

### **Removal**

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

### **Retirement**

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

## **3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

### **General:**

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act as approved by the Board of Directors.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration. However, proportionate Insurance Premium paid for Group Medclaim Policy or Group Personal Accident Policy shall be considered as part of the overall remuneration for the individual director/employee of the Company.



- The company provides interest free loans to its employees to meet any Exigencies (education, rent deposit etc.) and shall be granted in accordance with their condition of services.

#### **Remuneration to Whole-time/Executive/Managing Director, KMP and Senior Management Personnel:**

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

#### **Remuneration to Non- Executive / Independent Director:**

a) Remuneration / Commission:

The remuneration / commission shall be proposed by the Nomination & Remuneration Committee and approved by the Board.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the prescribed limits per meeting of the Board or Committee or such amount as may be decided by the Board of Directors from time to time.

c) Stock Options:

An Independent Director shall not be entitled to any stock option, if any, of the Company.



### **Remuneration of other employees**

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments is applicable to this category of personnel as in the case of those in the management cadre.

### **Criteria for determining remuneration**

While determining remuneration of the directors, the Committee shall ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate such directors of the quality required to run the Company successfully; the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal.

## **8. Duties**

The committee should carry out the following duties for the Company:

- 8.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 8.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 8.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 8.4 Determining the appropriate size, diversity and composition of the Board;
- 8.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 8.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 8.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 8.8 Making 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.
- 8.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 8.10 Recommend any necessary changes to the Board; and
- 8.11 Considering any other matters, as may be requested by the Board.



## **Duties Of The Committee**

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- To consider any other matters as may be requested by the Board.
- Professional indemnity and liability insurance for Directors and senior management.

## **9. Reporting responsibilities**

9.1 The committee chairman shall report formally to the board of directors on its proceedings after each meeting on all matters within its duties and responsibilities.

9.1 The committee shall make whatever recommendations to the board it deems appropriate on any area within its jurisdiction where action or improvement is needed.

9.2 The committee shall produce an annual report of the company's remuneration policy and which will form part of the company's annual report.

## **10. Authority**

The committee is authorized by the Board of Directors to:

10.1 Seek any information it requires from any employee of the company in order to perform its duties.

10.1 In connection with its duties to obtain at the company's expense, outside legal or other professional advice on any matter within its terms of reference.

10.2 Call any employee to be questioned at a meeting of the committee as and when required.

10.3 To appoint remuneration consultants and to purchase any relevant reports, surveys or information which it deems necessary to help fulfill its duties within the allocated budgets approved by the board.





### **Proposed members of the Nomination and Remuneration Committee**

- Mr. Naginbhai Paragbhai Patel
- Mr. Cyrus Dinsha Bhathena
- Mr. Shahzad Yazdi Gandhi

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(This Policy is approved by the Board of Directors at their meeting held on 14<sup>th</sup> February, 2020 and shall be effective from 14<sup>th</sup> February, 2020)