

Remuneration Policy – Carol Info Services Limited

Preamble

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Guiding principles

The Remuneration Policy of Carol Info Services Limited ('the Company') is designed to attract, motivate and retain manpower. This policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The policy ensures that:

- the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- 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 working of the company and its goals

Effective Date

This policy is effective from 4th May, 2015, the day on which the same was approved at the Board Meeting.

Scope of the Policy

The Remuneration Policy applies to the Board of Directors, Company's Senior management, Key Managerial Personnel and other employees.

The policy is divided into three parts:

PART – A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE ('NRC')

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.

PART – B

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 and independence of the person for appointment as Director and recommend to the Board his / her appointment. Further, appointment, removal of directors shall be in accordance with the provisions of the Companies Act, 2013.
- ✓ The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as KMP or at Senior Management level (i.e President level and above) 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 is sufficient / satisfactory for the concerned position.

PART C

POLICY FOR REMUNERATION OF DIRECTORS KMP, SENIOR MANAGEMENT & OTHER EMPLOYEES

Executive Remuneration – Board of Directors

The remuneration of Executive Directors comprises of Basic Salary and Perquisites and allowances as may be decided the NRC / Board subject to overall ceiling as specified in Companies Act, rules and schedules made thereunder.

The remuneration of Executive Directors should be recommended to the Board by NRC after considering the qualifications, experience, comparative remuneration packages of peers, company's position etc. The said remuneration has to be subsequently approved by the shareholders of the Company and approval of Central Government needs to be obtained in case the same is required pursuant to the provisions of Companies Act.

Non-Executive Independent Directors - Remuneration

The remuneration to Non-Executive Directors comprises of sitting fees and commission, if any. The quantum of sitting fees to be paid to Non-executive Directors and meetings for which the same needs to be paid shall be determined by the NRC / Board. Further, the quantum of sitting fees should be in accordance with the provisions of Companies Act in force from time to time.

The payment of commission, if any, may be made in accordance with the provisions of Companies Act in force from time to time and shall depend upon performance of the Company and profitability.

Apart from above, Non-Executive Directors shall also be entitled to reimbursement of expenses incurred by them in connection with attending the Board meetings, Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

Pursuant to applicable law, Independent Directors shall not be entitled to any stock options.

Remuneration of Key Managerial Personal

Key Managerial Personnel means Company Secretary and Chief Financial Officer.

The remuneration of the Key Managerial Personnel shall be such as be decided by the NRC / Board from time to time.

Amendments/Modifications of the Remuneration Policy

The remuneration policy shall be modified / revised with the consent of the NRC and Board of Directors of the Company from time to time as required.

Dissemination

The Company's Remuneration Policy shall be disclosed in Board's Report.