



**ODIGMA CONSULTANCY SOLUTIONS
LIMITED**

[CIN:L72900GJ2011PLC131548]

**NOMINATION AND REMUNERATION POLICY OF
DIRECTORS, KEY MANAGERIAL PERSONNEL
AND OTHER EMPLOYEES**

(w.e.f. August 31, 2024)

1. PREAMBLE:

Odigma Consultancy Solutions Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

This Nomination and Remuneration & Compensation Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations & Disclosure Requirements) 2015 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration and Compensation Committee (NRC or the Committee) and has been approved by the Board of Directors.

2. BRIEF OVERVIEW UNDER COMPANIES ACT, 2013:

→ Section 178 and Companies (Meetings of Board and its Powers) Rules, 2014

1. Constitution of the Nomination and Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than one-half shall be Independent Directors.
2. The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
3. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel i.e. Employees at one level below the Board including functional heads.
4. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of 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 the working of the Company and its goals.
5. Such policy shall be disclosed in the Board's report.

3. BRIEF OVERVIEW OF REGULATION 19 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

- A.** The Company shall set up a Nomination and Remuneration Committee which shall comprise at least three directors, all of whom shall be Non-Executive Directors and at least half shall be independent. Chairman of the Committee shall be an Independent Director.

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.

The nomination and remuneration committee shall meet at least once in a year.

B. The role of the Committee includes following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

4. CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

The Nomination Remuneration Committee (“**the Committee**”) of Odigma Consultancy Solutions Limited (“**the Company**”) was constituted by the Board of the Directors (“**the Board**”) of the Company at their meeting held on August 25, 2014. The Constitution of the said Committee is as per following:

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|---------------------------------|----------|----------------------|
| 1) Mr. Jigar Pradipchandra Shah | Chairman | Independent Director |
| 2) Ms. Anal Desai | Member | Independent Director |
| 3) Mr. Vishal Mehta | Member | Independent Director |

5. DEFINITIONS:

- (a) **“Board”** means the Board of Directors of the Company.
- (b) **“Committee”** means Committee, if any, constituted by the Company for the implementation of this code of conduct.
- (c) **“Company”** means Odigma Consultancy Solutions Limited
- (d) **Key Managerial Personal (“KMP”):** Key Managerial Personal means –
 - (i) Managing Director or Chief Executive Officer or Manager and in their absence, a Whole Time Director;
 - (ii) Company Secretary,
 - (iii) Chief Financial Officer; and
 - (iv) Such other officer as may be decided by the company from time to time.
- (e) **Senior Management:** It means the members who are part of Company’s core management team excluding board of directors and 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.

6. TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and Other Employees;
2. Formulating of criteria for evaluation of the performance of the Independent Directors and the Board;
3. Recommend to the Board the appointment or re-appointment of Director;
4. Recommend to the Board the appointment of Key Managerial Personnel;
5. Devising a policy on Board diversity of Directors;
6. Specify methodology for effective evaluation of performance of Board/ Committees/Directors either by Board, Nomination and Remuneration Committee or an Independent external agency and to review implementation of evaluation system;
7. Carry out the evaluation of every Director’s performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
8. Identifying persons who qualify to become Directors or who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director’s performance;

9. Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
10. Analyzing, monitoring and reviewing various human resource and compensation matters;
11. Determining the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
12. Recommending the Board, remuneration payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
13. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. Performing such functions as are required to be performed by the Compensation Committee under the under the ESOP and other Regulations;
15. Suggesting to Board/ shareholder's changes in the Employee Stock Option Plan (ESOP) and Stock Appreciation Rights (SAR);
16. Deciding the terms and conditions of ESOP and SAR;
17. Identifying familiarization and training programs for the Board to ensure that Non-Executive Directors are provided adequate information regarding the operations of the business, the industry and their duties and legal responsibilities.
18. Performing such other activities as may be delegated by the Board of Directors and/or specified/provided under the Companies Act, 2013 or Listing Regulations or by any other regulatory authority.

7. CRITERIA FOR DETERMINING THE FOLLOWING:

a) Qualification for Appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy / skills.
- Their industry experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under and Regulation 19 of the Listing Obligation and Disclosure Requirement Regulation, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

b) Positive Attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's Business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the Senior Management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its Shareholders and Employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made thereunder and SEBI (LODR) Regulations, 2015 amended from time to time.

c) For Appointment of KMP(s) / Senior Management:

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

8. POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP(s) AND SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP(s) and other Employees of the quality required to run the Company successfully.
- No Director / KMP(s)/ Other Employee is involved in deciding his or her own remuneration.

- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:
 - Responsibilities and duties;
 - Time and efforts devoted;
 - Value addition;
 - Profitability of the Company and growth of its business;
 - Analyzing each and every position and skills for fixing the remuneration yardstick;
 - Remuneration Policy of Odigma Consultancy Solutions Limited;
 - Standards for certain functions where there is a scarcity of qualified resources;
 - Ensuring tax efficient remuneration structures.
 - Ensuring that remuneration structure is simple and that the Cost To Company (CTC) is not shown inflated and the effective take home remuneration is not low;
 - Other criteria as may be applicable;
 - Consistent application of remuneration parameters across the organization.
- Provisions of law with regard making payment of remuneration, as may be Applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

9. POLICY REVIEW:

The policy shall be reviewed by the Nomination and Remuneration Committee and the Board, from time to time as may be necessary.
