

NDA SECURITIES LIMITED

REMUNERATION POLICY

Remuneration Policy for Directors, key Managerial Personnel and other employees

The philosophy for remuneration of directors, key Managerial Personnel(KMP) and all other employees of NDA Securities Limited (the Company) is based on the commitment of fostering with trust. The Remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 (4) & Schedule II Part D (A) of SEBI (Listing Obligations and Disclosure Requirements), 2015. In case of any consistency between the provisions of law and this remuneration policy, the provisions of law shall prevail and the company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee (NRC) has considered the factors laid down under Section 178(4) of the Act.

Key principles governing this remuneration policy are as follows:

Remuneration for Independent Directors

- Independent Directors are paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). Quantum of sitting fees may be subject to review on a periodic basis, as required. In addition to the sitting fees, they are also eligible for out of pocket expenses incurred for attending the Board Meetings and Committees of the Board.
- Overall remuneration (sitting fees) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company.

Remuneration for Managing Director (MD)/ Executive Directors (ED)/ KMP/ Rest of the employees

The extent of overall remuneration should be sufficient to attract and retain talented, suitable and qualified individuals. Hence remuneration should be:

- Market competitiveness,
- Driven by the role played by the individual,
- Reflective of size of the Company, complexity of the sector/ industry/ company's operations and the company's capacity to pay,
- Consistent with recognized best practices and aligned to any regulatory requirements.

In terms of remuneration mix or composition:

- The remuneration mix for the MD/ EDs is as per the contract approved by the Members. In case of any change, the same would require the approval of the Members.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided, the company provides MD/ EDs such remuneration, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceiling stipulated in Section 197 of the Act.

Policy implementation

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