



NOMINATION & REMUNERATION POLICY

OF

SATIN FINSERV LIMITED

(VERSION 3- 20.03.2025)

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Version 1	Bhanu Priya, Company Secretary	January 31, 2019	Approved by the Board on January 31, 2019
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Introduction

Pursuant to Section 178 of the Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 includes amendments thereto and in terms of circulars/directions/ notification issued by Reserve Bank of India as amended from time to time, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees has been formulated. Further, all the policy adopted earlier on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees shall stand repealed from the date of approval of this policy (Version 2) from the Board of Directors of Satin Finserv Limited (hereinafter referred to as "Company"). This policy shall always be in conformity with the provisions of the aforesaid regulations and any amendments in the said regulations shall be deemed to form part of this Policy.

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay justifiable remuneration to all Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of Section 178 of the Companies Act, 2013 and in terms of circulars/directions/ Notification issued by Reserve Bank of India as amended from time to time, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management approved by the Board of Directors. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees of the Company.

Applicability:

The Policy shall be applicable to:

- (a) Directors (Executive and Non-Executive);**
- (b) Key Managerial Personnel (KMP)** which means all personnel as defined under Section 2 (51) of the Companies Act, 2013.
- (c) Senior Management Personnel (SMP)** which means the following
 - i) All Members of Core Management Team
 - ii) All Members of Management including functional heads as below: -
 - a) Chief Business Officer
 - b) Chief Strategy Officer
 - c) Chief Product Officer
 - d) Chief Audit Officer
 - e) Chief Risk Officer
 - f) Chief Information Officer
 - g) Chief Operating Officer
 - h) Chief Financial Officer
 - i) Chief Compliance Officer
 - j) Chief Human Resources Officer



(d) Other Employees of the Company.

Compensation Policy, part of this Policy provides remuneration of KMP, SMP and other employees of the Company as per RBI guidelines/circulars/notifications and other applicable laws.

Effective date for Implementation of the policy:

The policy has been re-formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on March 20, 2025. This policy shall be effective from the date of Board approval.

Nomination and Remuneration Committee:

In terms of Section 178 of the Companies Act, 2013 and in terms of circulars/directions/Notification issued by Reserve Bank of India including Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated October 21, 2021 and other applicable laws, as amended from time to time, the Nomination and Remuneration Committee will consist of three or more non-executive directors, out of which at least one-half shall be independent director(s), provided that chairperson of the Company, if any, may be appointed as a member of this Committee but shall not chair such Committee. The Chairperson of the Nomination & Remuneration Committee shall be an Independent Director. The Committee will meet at such intervals as deems fit to carry out the objectives set out in the Policy. The Chairperson of the Nomination & Remuneration Committee may be present at the annual general meeting, to answer the shareholder's queries, however, it shall be up to the chairperson to decide who shall answer the queries.

Secretary:

The Company Secretary of the Company shall act as Secretary of the Committee.

Objectives and Functions of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall, inter-alia, perform the following functions:

- 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.
- 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 other employees;
- Ensure and determine that the Board comprises of a balanced combination of Executive Directors and Non-executive Directors and also the Independent Directors and size of the Board and its diversity;
- Decide / approve details of fixed components and performance linked incentives (if any) along with the performance criteria;



- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 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.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board;
- Considering any other matters as may be requested by the Board; and 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 guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;
- Formulation of criteria for evaluation of Independent Director and the Board;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- To implement and monitor policies and processes regarding principles of corporate governance;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- Any other matter as required by the applicable laws and defined by the Board, from time to time.

Policy for appointment and removal of Director, KMP and Senior Management:

> Appointment criteria and qualifications:

1. 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.



2. 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.
3. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
4. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.
5. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.
6. In addition to the above, the Committee shall adhere to the requirements of the Companies Act, 2013 read with rules made thereunder (including any modifications/amendments thereunder) and Circular/Notification issued by Reserve Bank of India ('RBI') with respect to the "Fit & Proper Criteria", as amended from time to time and other applicable laws, in relation to Directors of the Company at the time of appointment and on continuing basis.
7. The Committee must ensure in public interest that the nominated/elected Directors execute the Deeds of Covenants as per existing rules and regulations.

➤ **Personal Specification for Directors:** The Company shall ensure that selection criteria for inducting any person on Board of the Company as per the applicable laws and following additional specification shall be required/considered before inducting any person on Board of the Company:

1. **Qualification:** Degree holder in relevant disciplines (e.g. management, accountancy, legal, etc.).
2. **Experience:** Experience of management in a diverse organisation.
Experience in accounting and finance, administration, corporate and strategic planning or fund management.
Demonstrable ability to work effectively with a Board of Directors.
3. **Skills:** Excellent interpersonal, communication and representational skills; Demonstrable leadership skills.
Extensive team building and management skills; Strong influencing and negotiating skills.
Having continuous professional development to refresh knowledge and skills.



4. Abilities and Attributes:

Commitment to high standards of ethics, personal integrity and probity; Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace.

SLELECTION OF MEMBERS OF BOARD

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination and Remuneration Committee shall identify persons who are eligible and qualified to become Directors in accordance with the criteria as per policy of nomination & remuneration committee of the Board of Director & shall recommend the same to the Board for their consideration and shall carry out evaluation of every director's performance. The aforesaid committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and shall ensure and determine that the Board comprises of a balanced combination of Executive Directors and Non-executive Directors and also the Independent Directors and size of the Board and its diversity.

OBSERVANCE AND REPORTING

- A. It is sole responsibility of the Nomination and Remuneration Committee (among other things) to:
- Assess the present composition of the Board in light of the alight diverse skill factors.
 - Ensure that in terms of Sub section 1 of section 149 of Companies Act 2013, one woman director must be appointed on the Board of every Listed Company and every other public Company having paid up capital of Rs. One Hundred Crores or more or turnover of Rs. Three Hundred Crore and more.
 - To prepare a requisition required for having a proper blend of directors in terms of diverse skills i.e. in terms of gender, age, cultural, educational background, ethnicity, professional experience etc.
 - Making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of diversity in terms of gender, age, cultural, educational background, ethnicity, professional experience etc. on the Board; and
 - Reviewing and reporting to the Board in relation to Board Diversity.
- B. The Nomination and Remuneration Committee will report to the Board on:
- The programme undertaken by this Committee pertaining to have a proper blend of Board of Director in terms of its diverse skills and to achieve the objectives, if any.
 - Progress in achieving the Objectives and to make recommendations to the Board on the same.
- C. The Nomination and Remuneration Committee will report annually, in the Board Report, on the Board's composition under diversified perspectives and monitor the implementation of the Policy.



➤ **Additional Criteria for Appointment of Independent Directors:**

The Committee shall consider qualifications for Independent Directors as mentioned under the Companies Act, 2013 and rules made thereunder and may take reference as defined under the head 'Definitions' (as amended from time to time).

➤ **Term/Tenure of Appointment:**

a) **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 or for such other time period which is permissible under applicable laws.

b) **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. 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 should be in line with the applicable provision of the Companies Act, 2013 (includes amendments thereto).

➤ **Removal & Retirement:**

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 subject to the provisions and compliance of the Companies Act, 2013 and other applicable laws, guidelines, regulations

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 the applicable laws.

The Senior Management Personnel and other employees shall retire as per the applicable provisions the Act, rules and regulations and the prevailing HR policies of the Company. The Whole Time Director/Chief Executive Officer will have the discretion to retain 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 regulations, if any, from time to time and if applicable as per prevailing HR Policies of the Company.



Selection of KMPs, SMPs and other top management employees

The Company shall ensure that adequate qualification, experience, skills and fit and proper criteria, are being followed while appointing KMPs, SMPs and other top management employees.

Fit and Proper Criteria

The Company shall undertake a process of due diligence to determine the suitability of the person for appointment/continuing to hold appointment as a director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria. NBFCs shall obtain necessary information and declaration from the proposed / existing directors for the purpose as per prescribed format.

Policy for remuneration to Whole-time / Executive/Non-executive / Managing Director, KMP, Senior Management and other employees of the Company:

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

Remuneration to Executive Directors:

Remuneration to Executive (Non-Independent Director) shall be paid in terms of Companies Act 2013 and other applicable laws which shall include following heads of the remuneration:

a) Fixed pay:

The Managing director/Whole Time Director 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, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. 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.

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.

c) Provisions for excess remuneration:

If Managing director/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, 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 approved by the shareholders of the Company.

Remuneration of KMP, Senior Management and Other employees:

Remuneration to KMP, Senior Management and other employees will be paid pursuant to Compensation Policy of the Company, prepared pursuant to Section 178 of the Companies Act, 2013, RBI guidelines/circulars/notifications and other applicable guidelines.

Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013, Rules/Guidelines/Notifications as prescribed by Securities and Exchange Board of India from time to time.

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 Rs. One Lakhs per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

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

Performance evaluation/ Assessment of Directors/ KMPs/Senior Officials of the Company:

The performance evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted as per Companies Act, 2013 read with rules made thereunder and applicable RBI laws and as per Compensation Policy (for KMPs and senior management) of the Company. The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters, if required by them, and as per applicable laws.

The following criteria may assist in determining how effective the performances of the Directors/

- ✓ Contribution in meetings, business and operational aspect of the Company
- ✓ Leadership & stewardship abilities
- ✓ contributing to clearly define corporate objectives & plans



- ✓ Communication of expectations & concerns clearly with subordinates
- ✓ Obtain adequate, relevant & timely information from external sources.
- ✓ review & approval achievement of strategic and operational plans, objectives, budgets
- ✓ regular monitoring of corporate results against projections
- ✓ identify, monitor & mitigate significant corporate risks
- ✓ assess policies, structures & procedures
- ✓ direct, monitor & evaluate KMPs, senior officials
- ✓ review management's succession plan
- ✓ effective meetings
- ✓ assuring appropriate board size, composition, independence, structure
- ✓ clearly defining roles & monitoring activities of committees
- ✓ review of corporation's ethical conduct



II.COMPENSATION POLICY

Introduction

Pursuant to RBI Circular RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22, Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated October 21, 2021 read with RBI/2022-23/36 DOR.GOV.REC.No.29/18.10.002/2022-23, Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 (including any other applicable laws in this regard), it is stated to prepare Board approved Compensation Policy which shall minimum include (a). constitution of Nomination and Remuneration Committee (b). principles for fixed/ variable pay structures, and (c). malus/ clawback provisions. Accordingly, the Compensation Policy is being drafted as a part of Nomination and Remuneration Policy of the Company. This Compensation Policy provides a framework for remuneration to be paid to Key Managerial Personnel ("KMP"), Senior Management Personnel ("SMP") and members of senior management, as defined by the Board or Committee of the Board of the Company.

Applicability

Compensation Policy is applicable on Key Managerial Personnel, Senior Management and other employees and as per other applicable laws and as identified and approved by NRC and subsequently approved by the Board.

Total Compensation shall mean remuneration including a mix of Fixed Pay and Variable Pay inter alia comprising of cash and non-cash components.

Compensation Policy will be applicable based on performance for the financial year starting from April 01, 2023.

Objectives

- a) The policy aims that the remuneration to KMPs and senior management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals which will address issues arising out of excessive risk taking caused by misaligned compensation packages;
- b) The policy seeks to enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- c) Any other requirement as per applicable laws



Nomination and Remuneration Committee

Nomination and Remuneration Committee as constituted under this Policy, as per the Companies Act, 2013 read with rules made thereunder and other applicable laws, shall inter-alia responsible for remuneration of KMPs etc and oversee the actions as required under RBI Circular RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22, Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated October 21, 2021 read with RBI/2022-23/36 DOR.GOV.REC.No.29/18.10.002/2022-23, Guidelines on

Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 (as amended or new circulars, guidelines as issued from time to time).

Principles of Remuneration

The compensation of Key Managerial Personnel (KMPs) and senior management needs to be reasonable, recognising all relevant factors including adherence to statutory requirements and industry practices. The remuneration to KMPs and SMPs will be in fixed and variable payables.

A. Component of Fixed Payables: All the fixed items of compensation, including the perquisites and contributions towards superannuation/retiral benefits, will be treated as part of fixed pay. All perquisites that are reimbursable may also be included in the fixed pay so long as there are monetary ceilings on these reimbursements. The monetary equivalent of benefits of non-monetary nature (such as free furnished house, use of company car, etc.) may also be part of fixed pay. Fixed compensation will be paid on monthly basis and shall be aligned with industry norms and risk of profile of individual(s).

B. Component of Variables Payables: The variables payables will be linked to performance of business and individual. The same will be decided by the Chief Executive Officer of the Company.

Other Terms of Variable Payables:

- Variables Payables will be in cash or other method as decided by Whole-time Director & CEO.
- Whole-time Director & CEO have right with discussion Board/Chairman of the Board to change in variable payables as specified above.
- While determining the Variable Payables, performance and prudential risk associate with profile of individual will be considered.

C.. Other Principles of Remuneration

- a) Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.
- b) Flexibility: Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.
- c) Performance-Driven Compensation: The Company shall entrench a culture of performance driven compensation through the implementation of the performance appraisal system.
- d) Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.
- e) Malus / Clawback: The deferred compensation may be subject to malus/ claw back arrangements in the event of subdued or negative financial performance



of the Company and/or the relevant line of business or employee misconduct in any year. Malus and claw back will have meanings as defined in RBI circular on Guidelines on Compensation of Executives in NBFCs dated April 29, 2022, and any amendments thereafter. Period and portion of variable compensation for malus/ claw back may be decided from time to time by the internal Management Committee.

- f) Maintain Adequate Capital: Compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on ICAAP.

D.. Guaranteed bonus

Guaranteed bonus may not be paid to KMPs and senior management. However, in the context of new hiring joining/sign-on bonus could be considered. Such bonus will neither be considered part of fixed pay nor of variable pay.

Review and Amendment

- i. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- ii. The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and by the Compliance Officer where there are any statutory changes necessitating the change in the policy.
- iv. This policy shall always be in conformity with the provisions of the Regulations and any amendments in the Regulations shall be deemed to form part of this Policy.



