

Creative Stylo Packs Private Limited**Remuneration Policy**

1. Effective Date

This policy shall be effective from 30 March 2021.

2. Applicability

This Policy is applicable to Directors, Key Managerial Personnel and Senior Management personnel.

3. Definitions

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Directors**” mean Directors of the Company.

“**Company**” means Creative Stylo Packs Private Limited.

“**Independent Director**” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

“**Key Managerial Personnel**” means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Wholtime Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. such other officer as may be prescribed

“**Other employees**” means all employees other than the Directors, KMPs and the Senior Management Personnel.

“**Policy or This Policy**” means, “Nomination and Remuneration Policy.”

“**Senior Management**” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads

4. Constitution of Committee

The Board of Directors of the Company (the Board) shall constitute the committee to be known as the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

The Board has the power to reconstitute the Committee consistent with this policy and in terms of applicable provision of Companies Act, 2013 and such other applicable statutory requirements.

5. Object and Purpose of this Policy

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other Employees. The Key Objectives of the Committee would be:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Director and the Board.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 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.

6. Remuneration to Directors/KMP/Senior Management Personnel

6.1 Remuneration of Non-executive / Independent Directors

The key elements of remuneration of Non-executive/ Independent Directors are commission and sitting fees, subject to overall limit as prescribed in the Companies Act, 2013 and Rules made there under and the approval of the shareholders, as applicable.

The Independent Directors shall not be eligible for stock options. However Non Executive Directors are eligible for stock options, if any, as may be decided by the Nomination and Remuneration Committee of Directors (NRC) from time to time

Since, the Non-executive/ Independent Directors collectively endeavour to ensure that the Company performs well and is compliant with applicable laws, rules, regulations and guidelines, the commission paid to them, except the Chairman of the Company, shall be subject to the approval of the Board.

6.2 Remuneration of Whole-Time Director / Managing Director, KMP and Senior Management.

The key components of remuneration package of the KMP and Senior Management of the Company shall comprise of basic salary, dearness allowance, house rent allowance, transport allowance, ex-gratia, performance bonus, contribution to provident fund and superannuation fund, premium on medical insurance and personal accident insurance, child scholarship, gratuity, leave travel allowance, leave encashment, housing/ other loans at concessional rate etc, as applicable and linked to their grade.

They may also be eligible for stock options as per the scheme framed/ to be framed by the Company, from time to time, if any.

The remuneration, performance appraisal and rewards to Key Managerial Personnel and Senior Management Personnel will be framed after taking in to accounts various factors, including but not limited to market conditions, job description, business needs and practices in comparable companies and having regard to financial position of the Company as well as prevailing laws and government.

7. Disclosures in the Board's Report

Salient features and changes therein, shall be included in the Board's Report

8. Policy review

This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Companies Act, 2013 and rules made there under and the Memorandum and Articles of Association of the Corporation or as may be otherwise prescribed by the Board from time to time.

The NRC may issue/implement such guidelines, procedures, formats and/or reporting mechanisms to enforce this Policy as it may deem fit.