

NATIONAL PLASTIC TECHNOLOGIES LTD:

NOMINATION AND REMUNERATION POLICY:

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 Chairman of the Committee is an Independent Director. However, 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. Accordingly, Nomination and Remuneration Committee is constituted with the following Members:

Mr. Ajit Kumar Chordia: Chairman of the Committee

Mr. Sudhir K Patel, Member

Mrs. Manju Parakh, Member

OBJECTIVE: The Nomination and Remuneration/Compensation 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 and other Employees. The Key Objectives of the Committee would be:

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

1.2. 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.

1.3. Formulation of criteria for evaluation of Independent Director and the Board. 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

1.4. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

1.5. 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.

1.6. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.7. To develop a succession plan for the Board and to regularly review the plan. 1.9. To assist the Board in fulfilling responsibilities.

1.8. To Implement and monitor policies and processes regarding principles of corporate governance.

APPLICABILITY: a) Directors (Executive and Non Executive) b) Key Managerial Personnel c) Senior Management Personnel; d) Other Employees.

TERMS & SCOPE:

The Broad terms of the Policy are as follows:

1. Evaluation the performance of the Directors, key Managerial Persons and Senior management and report to the Board.
2. Providing guidance to the Board for laying down terms and conditions in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
3. Recommending to the Board on remuneration payable to Directors, Key Managerial Personnel and Senior Management.
4. Retaining, motivating and promoting talent among employees and assist in creating talent pool within the Organization.
5. Develop succession plan for the Board and Management.

The scope of NRC is as follows:

1. To make recommendations to the Board with respect to incentive compensation plans for Executive Directors and remuneration of Non-Executive Directors.
2. To recommend to the Board for appointment and removal of Directors, Key Management personnel and senior management of the Company.
3. To identify persons who are qualified to become Directors, Key Managerial Personnel and Senior Management.
4. To formulate criteria for determining qualification, positive attributes and independence of a Director.

Appointment Criteria and Qualifications: a) 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. b) 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. c) The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure: 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. No reappointment shall be made earlier than one year before the expiry of term. 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 and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, 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. 3. Evaluation: The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals or atleast once a year.]

Retirement: The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion in 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.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

1. Remuneration to Managing/ Whole-Time / Executive/Managing Director, KMP and Senior Management Personnel: The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non-Executive/Independent Director: The Non-Executive Independent Director may receive remuneration/ compensation/commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

3. Remuneration to other Employees: Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions. The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package. The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments and the management. Decision on Annual Increments shall be made on the basis of this appraisal.

REVIEW: The NRC or the Board may review the Policy as and when it deems necessary. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.