

CITADEL REALTY & DEVELOPERS LIMITED

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

In pursuance of the Company's Policy to pay equitable remuneration to Directors, Key Managerial Personnel (KMP) and employees of the Company consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement as amended from time to time, this policy on nomination and remuneration of Directors and Key Managerial Personnel has been formulated by the Committee and approved by the Board of Directors.

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying person who are qualified to become directors (Executive and Non-Executive) and person who may be appointed in Senior Management and Key Managerial Positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies in the manufacturing sector.
- To carry out evaluation of the performance of Directors as well as Key Managerial Personnel.
- To compensate 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. In the context of the aforesaid criteria the following Policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on February 13, 2015.

EFFECTIVE DATE:

This Policy shall be effective from 13th February, 2015.

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted the Nomination and Remuneration Committee on 14th August, 2014. The Nomination and Remuneration Committee comprises of the following Directors:

Sr. No. Name of Person

1. Mr. V.Ranganathan Chairman (Independent & Non-Executive Director)
2. Mr. Chetan R. Shah Member – Non-Executive Director

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

DEFINITIONS:

- Board means Board of Directors of the Company
- Director means Directors of the Company
- Committee means Nomination and Remuneration Committee of the Board of Directors of the Company as constituted or reconstituted by the Board.
- Company means CITADEL REALTY & DEVELOPERS 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 Whole-Time Director;
 - ii. Chief Financial Officer

APPLICABILITY:

The Policy is applicable to:

- Directors
- Key Managerial Personnel

GENERAL:

- This policy is divided in three parts:

Part - A covers the matters to be dealt with and recommended by the Committee to the Board;

Part - B covers the appointment and nomination and

Part - C covers remuneration and perquisites, etc.

PART - A:

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee.

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Directors and KMP.

PART - B:

Policy for appointment and removal of Directors and KMP.

APPOINTMENT CRITERIA AND QUALIFICATIONS:

- The Committee shall ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and KMP and recommend to the Board his / her appointment.
- 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.
- The Company shall not appoint or continue the employment of any person as Managing Director or Whole-Time 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 of such motion indicating the justification for extension of appointment beyond seventy years.

TERM / TENURE:

- Managing Director:

The Company shall appoint or re-appoint its Managing Director or Whole-Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- Independent Director:

An Independent Director shall hold office for a term upto 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 ten 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 five years or more in the Company as on 1st April, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he shall be eligible for appointment for one more term of 5 years.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as Independent Director in case such person is serving as a Whole-Time Director of a listed company.

EVALUATION:

The Committee shall carry out evaluation of performance of every Director and KMP at regular interval (but atleast once in a year).

REMOVAL:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the

Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

RETIREMENT:

The Director and KMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the KMP in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART - C:

POLICY RELATING TO THE REMUNERATION FOR THE KMP:

GENERAL:

- The remuneration / compensation / commission, etc to the KMP will be determined any the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the KMP shall be in accordance with the slabs / conditions / percentage approved by the Board subject to the provisions of the Companies Act, 2013 and the rules made thereunder.
- Increments to the existing remuneration / compensation structures may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Manager or Whole-Time Director.
- Where any insurance is taken by the Company on behalf of the its Managing Director or Manager or Whole-Time Director, Chief Executive Officer, and Chief Financial Officer or any other KMP for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

MINIMUM REMUNERATION:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Manager or Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013

and if it is not able to comply with such provisions, with the previous approval of the Central Government.

SITTING FEES:

The Company may pay sitting fees to Directors for attending Meeting of the Board or Committees thereof such sum as may be decided by the Board of Directors which shall not exceed Rs.10,000/- per meeting of the Board or Committee thereof or such amount as may be prescribed by the Central Government from time to time.

COMMISSION:

Commission to non-executive Director may be paid within the monetary limit approved by shareholders, subject to the prescribed limit on the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

STOCK OPTIONS:

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