

SBI CAPITAL MARKETS LIMITED

NOMINATION AND REMUNERATION POLICY

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1. Introduction

Pursuant to provisions of the Companies Act, 2013 (the Act), as amended from time to time, this policy has been formulated to provide framework for nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Managerial Personnel (SMP) and other employees of the Company.

2. Objective

The key objectives of this Policy are as follows:

- a. To guide the Board by laying down criteria and terms and conditions in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To evaluate the performance of the members of the Board and provide necessary report to the Board.
- c. To recommend to the Board a policy, relating to the remuneration for Directors, Key Managerial Personnel and formulate criteria for remuneration payable to Senior Management Personnel and other employees.
- d. To provide Key Managerial Personnel and Senior Management Personnel and other employees performance based incentives/rewards relating to the Company's operations.
- e. To retain, motivate and promote talent and to ensure long term sustainability of talented Senior Management Personnel.

3. Definitions

3.1 'Act' means Companies Act, 2013 and rules relating thereto

3.2 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company.

3.3 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

3.4 'Remuneration' means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.

3.5 'Company/SBICAP' means SBI Capital Markets Limited.

3.6 'Director' means a director appointed to the Board of a Company as defined under section 2(34) of the Companies Act, 2013.

3.7 'Independent Director' means a director referred to in Section 149(6) of the Companies Act, 2013.

3.8 'Key Managerial Personnel' Key Managerial Personnel (KMP) means –

- a) Chief Executive Officer or the Managing Director or the Manager;
- b) Company Secretary,
- c) Whole-Time Director;
- d) Chief Financial Officer; and
- e) such other officer as may be prescribed by the Act or rules made thereunder.

3.9 'Senior Management Personnel' (SMP) means 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. The Board shall designate such personnel as Senior Management Personnel, as it may deem fit, from time to time.

Unless the context otherwise requires, the “words and expressions” used in this Policy and not defined herein but defined in the Companies Act, 2013, as may be amended, from time to time, shall have the meaning respectively assigned to them therein.

4. Applicability

The Policy is applicable to all Directors, KMP, SMP and other employees. By virtue of Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (amendments notified vide MCA notification dated 05th September 2017) the applicability of the said Policy to the Company is voluntary.

5. Constitution, Composition, Quorum of the Committee

5.1 Number of Members

- i. The Committee shall consist of a minimum 3 (Three) non-executive directors.
- ii. The quorum for the Committee meetings shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher.
- iii. The Chairman of the Committee will be an any one Director from amongst the members of the Committee, or such member as designated as Chairman by the Board. In the absence of the Chairman, members of the Committee present at the meeting shall choose one of the members of the committee to act as Chairman.
- iv. The Chairman of the Company may be a member of the Committee but will not chair the Committee.
- v. The Chairman of the Committee or in his absence any other member of the Committee authorised by him in this behalf, shall attend the general meetings of the Company.

vi. Membership of the Committee shall be disclosed in the Annual Report.

5.2 Meetings and Invitees to meetings

- i. The Committee will meet as and when required or as mandated by the Board or the Chairman of the Committee.
- ii. The Committee may invite such executives, as it considers appropriate to be present at any meeting of the Committee.
- iii. The Senior Vice President/Vice President (HR) shall be the convener of the Committee meetings.
- iv. The Company Secretary shall act as Secretary of the Committee and provide assistance to it. The minutes of the meeting shall be maintained by the Company Secretary and presented to NRC and Board of Directors at its subsequent meeting for noting.
- v. The details of the Committee Meetings shall be disclosed in the Annual Report.

6. Role and functions of the Committee related to Nomination

6.1. Appointment criteria and qualifications

- i. To identify persons who are qualified to become directors and who may be appointed as KMP or SMP, who possesses integrity, independence, adequate knowledge, skill, qualification, experience in the field of his/her specialisation commensurate with the proposed role and responsibility as Director, KMP or SMP and shall have the ability to manage the responsibility assigned to him/her.
- ii. The Company should ensure that it appoints or continues the employment of any person as Managing Director/Whole-time Director subject to the conditions laid down under Part I of Schedule V of the Companies Act, 2013.
- iii. To ensure that the Company shall appoint or continue the service of any person as Independent Director (appointment and re-appointment) subject to the provisions of Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

6.2. Tenure of appointment

i. Executive Directors

- a) The Company shall appoint or re-appoint any person as its Managing Director/Whole-time Director by whatever name called, for a term not exceeding five years at a time, subject to the right of the State Bank of India to appoint the Managing Director/Whole-time Director as contained in the Articles of Association of the Company.
- b) No re-appointment of the Managing Director/Whole-Time Director shall be made earlier than one year before the expiry of his/her term.

ii. Independent Director

- a) To ensure that an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) To ensure that no Independent Director shall hold office for more than two consecutive terms of upto maximum of (5) five years each, but such Independent Director shall be eligible for appointment after the 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.

6.3. Performance Evaluation

The committee shall carry out evaluation of performance of every Director on yearly basis on certain pre-determined parameters.

In addition to the above the committee may also undertake performance evaluation of the other committees of the Board and of the Board as a Whole either by itself or through an independent external agency as deem fits from time to time.

6.4. Removal

Due to reasons for any disqualification (including removal request received from any member) in terms of 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 Director, KMP, SMP or any other employees.

6.5. Retirement

- i. The Director shall retire as per the applicable provisions of the Companies Act, 2013, and KMP and SMP shall retire as per the prevailing Policy of the Company in this regard.
- ii. 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.

7. Role and functions of the Committee related to Remuneration

7.1. Remuneration for the Managing Director / Whole-time Director

The remuneration of the Managing Director / Whole-time Director will be determined by the Committee and recommended to the Board for approval, subject to the right of the State Bank of India to determine the remuneration and the terms and conditions of service of the Managing Director / Whole-time Director appointed by State Bank of

India pursuant to its rights of their appointment, as contained in the Articles of Association of the Company. The remuneration of the Managing Director / Whole-time Director shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever applicable / required.

7.1.1. The remuneration payable to the Managing Director / Whole-Time Director who are on deputation from State Bank of India shall be in accordance with the policy of State Bank of India in this regard and as per the provisions of the Companies Act, 2013, and the rules made there-under, which may be in force, from time to time.

7.1.2. Directors' and officers' Insurance Where any insurance is taken by the Company on behalf of its Directors, Managing Director, KMPs and SMPs 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.

7.2. Remuneration to KMPs and SMPs

7.2.1. Regular Pay

The KMPs and SMPs including functional heads, shall be eligible for a monthly remuneration as per Company's Policy, which will consist of Fixed and incentive components including perquisites and statutory benefits to attract, retain and motivate KMPs and SMPs to attain the short- and long-term performance objectives of the Company.

The KMP or SMP who is on deputation from State Bank of India shall be eligible for remuneration as per the policy of State Bank of India, in this regard.

7.2.2. Profit related ex-gratia / performance-based remuneration

Managing Director / Whole-Time Director

Subject to approval of the Board, in addition to fixed remuneration, the Managing Director / Whole-time Director is entitled to receive remuneration within the limits prescribed under the Act by way of profit related ex-gratia / performance-based remuneration.

Other KMPs and Senior Management Personnel

Subject to approval of the Board, in addition to fixed remuneration, to motivate executives to pursue the long-term growth and success of the Company, KMPs and SMPs are entitled to receive profit related ex-gratia / performance-based remuneration.

7.2.3. Minimum remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its Managing Director/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 prior approval of the Central Government/ Shareholders, as applicable.

7.3. Remuneration to Independent Director

7.3.1. Sitting Fees

The Independent Director shall receive remuneration by way of fees for attending meetings of Board or Committee thereof as approved by the Board, subject to the maximum limit prescribed by the Central Government from time to time.

7.3.2. Stock Options

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

8. Appointment and remuneration of other Employees of the Company

The terms of appointment and remuneration of employees of the Company (other than Managing Director, KMPs and SMPs) shall be governed by the Company Policy.

9. Dissemination of Policy on the Website of the Company

In terms of provisions of the Companies Act, 2013, the Policy shall be placed on the website of the company, if any, and the salient features of the policy and changes therein, if any, along with the web address of the policy, if any, shall be disclosed in the Board's report.

10. Delegation

The Committee or the Board of Directors may delegate one or more powers / responsibilities prescribed in this policy in favour of the Managing Director or any other Officer of the Company for implementation of the policy.

11. Review of Policy

The Policy shall be reviewed and updated as and when considered necessary, but at least once in two years. Changes to the Policy should be collated at management level, reviewed by Nomination and Remuneration Committee and on its recommendation would be presented to the Board of Directors for their approval.
