

# NRC Policy

## INTRODUCTION:

This policy on nomination and remuneration of Directors, Key Managerial Personnel, and Hospital Chief Operating Officer (HCOO) has been formulated by the Committee.

Objectives of the Committee:

The Committee shall:

- Formulate the criteria for determining the qualifications, positive attributes, and independence of a director.
- Formulation of criteria for evaluation of Directors.
- Devising a policy on Board diversity.
- Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial Personnel in accordance with the criteria laid down in this policy and recommend to the board for their appointment.

## DEFINITIONS:

- **Act:** Means the Companies Act 2013, including any statutory amendments thereof.
- **Board:** Board means Board of Directors of the Company.
- **Director:** Directors means a director appointed to the Board of the Company.
- **Committee:** Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **Company:** Company means Quality Care India Limited.
- **Independent Director:** As provided in Section 149(6) of companies Act, 2013, as amended from time to time.
- **Key Managerial Personnel:** Key Managerial Personnel (KMP) means as defined under section 203 of the Act.

(a) The Chief Executive Officer or the Managing Director or the Manager or the Whole Time Director;

(b) The Company Secretary.

(c) The Chief Financial Officer

Unless the context otherwise requires, 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.

## APPLICABILITY

The Policy is applicable to:

- Directors (Executive and Non-Executive).

- Key Managerial Personnel and
- Hospitals Chief Operating Officer (HCOO) of Units.

(a) The Chief Executive Officer or the Managing Director or the Manager or the Whole Time Director;

(b) The Company Secretary.

(c) The Chief Financial Officer

Unless the context otherwise requires, 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.

### Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirements. The Board has the authority to reconstitute the Committee from time to time.

### General Appointment Criteria:

- The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director and KMP and accordingly recommend to the Board his / her appointment.
- The Company should ensure that the person so appointed as Director/ Independent Director/ KMP shall not be disqualified under the Companies Act, 2013, rules made there under, or any other applicable enactment for the time being in force.
- The Director/ Independent Director/ KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, or any other applicable enactment for the time being in force.

### Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under as amended from time to time.

### Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP subject to the provisions and compliance of the said Act, rules and regulations.

### Remuneration:

The Committee will finalize the remuneration to be paid to the Director's, KMP and HCOO unless otherwise decided by the Board. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

- **1. Director/ Managing Director**

Besides the above Criteria, 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. KMPs and HCOO**

The Remuneration to be paid to KMPs and HCOO shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force (if applicable).

- **3. Directors' and Officers' Insurance**

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. 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.

Any subsequent amendments in the applicable law in this regard shall automatically apply to this policy.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to changes in regulations or as may be felt appropriate by the committee.