SAMUNNATI FINANCE PRIVATE LIMITED	
POLICY	Nomination & Remuneration Policy
Reviewing Authority	Nomination & Remuneration Committee
Approving Authority	Board of Directors
Version No.	1
Date of approval by Policy Approval Committee	December 20, 2024
Date of last review	May 19, 2026
Effective Date	December 20, 2024
Review Cycle	Annually or as recommended by the Board of Directors/ Nomination & Remuneration Committee of the Company

Nomination & Remuneration Policy

The Nomination and Remuneration Policy of Samunnati Finance Private Limited ("the Company") has been prepared in accordance with the requirements of the Companies Act, 2013. Samunnati's Nomination and Remuneration Committee [1](hereinafter referred to as NRC) has been formed in line with the requirements of the Companies Act, 2013 and as stipulated by the Reserve Bank of India (RBI) for NBFCs.

Objective

i. To lay down the criteria for identifying those who are qualified to become directors and such persons who may be appointed as the Senior Managerial Personnel of the Company.
ii. To determine the qualifications, positive attributes and independence of the Board and to ensure Board Diversity.
iii. To recommend to the Board the remuneration of Directors, Key Managerial Personnel (KMP) and other employees.
iv. To set the criteria for evaluation of the performance of KMP and other employees of the Company.
v. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Definitions

"Key Managerial Personnel" (as defined in Section2(51) of the Act) in relation to the Company, 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 officers as may be prescribed by Companies Act/ RBI guidelines

The expression "Senior Managerial Personnel" means personnel of the Company who are members of its core management team other than the Board. This would include all members of management one level below the executive directors, including all the functional heads.

"Remuneration" means any money or its equivalent given or passed to any person for services rendered and includes perquisites as defined under the Income-tax Act, 1961.

Appointment of KMPs/ Senior Managerial Personnel

Section 203 of the Act provides for appointment of whole-time Key Managerial Personnel such personnel shall be appointed by means of resolution of the Board containing the terms and conditions of such appointment.

The Key Managerial Personnel and Senior Management Personnel shall comprise of individuals with appropriate mix of skills, experience and personal attributes. The said employees shall be adept and understand the business and the environment in which the Company operates and perform towards the achievement of Company objectives and goals.

For the appointment of Key Managerial Personnel and Senior Management Personnel, the following criteria shall be considered:

a. assessing the appointee against a range of criteria that includes but not limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the respective position,
b. the extent to which the appointee is likely to contribute to the overall effectiveness of the Company, work constructively with the existing team and enhance the efficiencies of the Company;
c. Personal specifications like educational qualification in relevant disciplines; experience of management in a diverse organization; excellent interpersonal, communication and representational skills; demonstrable leadership skills, commitment to high standards of ethics, personal integrity and probity, commitment to the promotion of equal opportunities and skills must also be considered.

The appointments of one level below the Executive Director shall be within the ambit of the CEO and the Committee shall be duly informed on the appointments at the Senior Management Personnel level and above.

Other Employees: The Company shall recruit individuals with high level of integrity and having desired qualification, skill sets and experience relevant to the Company's requirements for the specific position for which such individual is interviewed.

Remuneration paid to Executive Director

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

The remuneration is arrived by considering various factors such as qualification, experience, expertise, prevailing remuneration in the industry and the financial position of the company.

Remuneration to Non-Executive Directors

The Remuneration to the Non-Executive Directors shall be as per recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors. This is also applicable to Independent Directors.

Remuneration Philosophy for Key Managerial Personnel, senior management & staff

The compensation for the Key managerial personnel, senior management and staff at the Company would be guided by the external competitiveness and internal equity. The rating obtained by an employee shall be used as an input to determine Variable and Merit Pay increases.

Variable and Merit pay increases shall be calculated using a combination of individual performance and organizational performance and additional factors to the employment with the Company.

Grade wise differentiation in the ratio of variable and fixed pay as well as in increment percentage shall be made.

Compensation shall also be determined based on identified skill sets critical to success of the Company. This is determined as per management's review of market demand and supply.

The recommendations on all the above is placed by CEO to the NRC.

Policy Review

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. 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 change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be shared for approval of the Board of Directors.

Related Document

The policy is to be read in conjunction with the prevailing "NOMINATION AND REMUNERATION COMMITTEE CHARTER OF SAMUNNATI FINANCE PRIVATE LIMITED, as may be amended from time to time.

[1] This policy document is to be read in conjunction with the Company's board approved NRC Charter.