

QUINTEGRA SOLUTIONS LIMITED - REMUNERATION POLICY

Objective

The Company's policy of Nomination and remuneration applies to Directors, KMP and other staff members and is guided by the provisions of companies act, 2013 and the listing agreement with stock exchanges. The objective of the policy is to attract, motivate and retain competent work force in a competitive market, match the aspirations of the individuals consistent with the goals of the company and to ensure reasonableness and sufficiency of remuneration.

Guiding Principle

The Nomination and Remuneration Committee shall identify persons who are qualified to be appointed as directors and senior management staff in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The performance evaluation of the Independent Directors shall be carried out by the entire Board. The performance evaluation of the Chairman and Non Independent Directors were carried out by the Independent Directors.

Executive remuneration is recommended by the Company's Nomination and Remuneration Committee and approved by the Board of Directors. Executive remuneration is evaluated annually against performance based on contribution to the company as expected from them for that year. Individuals strengths like strategic planning, ethics, knowledge, professional expertise, leadership qualities, group performance, corporate governance, independence, attitude and personal development in are also considered for the review. Company's remuneration policy for various categories of management personnel are enumerated in various sections of the policy.

Remuneration to Executive Directors and Senior Management Staff

Executive Directors shall receive a remuneration periodically as approved by the Nomination and Remuneration Committee, Board and the shareholders pursuant to Schedule IV of the companies act, 2013, considering various parameters like the capability and the professional expertise of the individuals and the responsibilities assigned.

Senior Managerial Staff can receive the remuneration as per the terms of appointment/employment agreement as applicable.

The Company's total compensation to Executive Directors/ Key Managerial Personnel / other employees consists of Basic Salary, Housing Allowance, and other allowances plus applicable perquisites and retirement benefits such as Provident Fund account, Gratuity etc.

Remuneration to Non Executive Directors

Non executive Directors (NEDs) shall receive sitting fee for attending board meetings or of any committee thereof. The sitting fee payable to the NEDs for attending the Board and Committee meetings is fixed subject to the statutory ceiling. The fee may be revised within the statutory ceiling by the Nomination and Remuneration Committee/Board .

They shall also be eligible for other payments like commission at a rate not exceeding 1% per annum of the profits of the Company computed in accordance with Section 198 of the Companies Act, 2013. The Commission paid is restricted to a fixed sum within the above limit annually on the basis of their tenor in office during the financial year. The payment of the Commission to the NEDs is subject to approval of the Board every year. Independent Directors shall be issued letter of appointments clearly stating the terms and conditions of appointment.

Disclosure of Information

Information on the remuneration of board members and Senior Managerial Personnel shall be disclosed annually in the Directors Report of the Company as per the provisions of the companies act, 2013. The Company's Remuneration Policy shall be published on its website.

Applicability of the Remuneration Policy

This Remuneration Policy shall apply to all future employment agreements with members of Company's Executive Management and Board of Directors. The policy may be reviewed at such intervals as the Board or N&R Committee may deem necessary.