

REMUNERATION POLICY OF SHIRPUR GOLD REFINERY LIMITED FOR THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. Preamble :

The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "**Executives**"). The expression "senior management" 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 policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

2. Guiding Principle :

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel.

The Nomination and Remuneration Committee while considering a remuneration package shall ensure balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2.1 Policy for appointment of Directors

In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background, independence of Director, positive attributes and personal achievements.

The Committee, along with the Board shall review on annual basis the appropriate skills, characteristics and experience required of the Board as a whole and its individual members.

2.2 Policy for Remuneration of Executive Directors

The remuneration payable to any Executive Member(s) on the Board shall be governed by the applicable limits prescribed under the Companies Act, 2013 and Rules framed there under, as amended from time to time. The Executive Member shall be paid remuneration by way of fixed monthly basic salary, perquisites such as House Rent Allowance or furnished / unfurnished housing accommodation in lieu thereof, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, leave travel allowance, club membership, stock options, statutory and non-statutory allowances such as education allowances, personal allowances, travel allowances, subscription allowances etc. as may be recommended by the Nomination and Remuneration Committee / Board of Directors and approved by the Members of the Company from time to time.

The Committee while fixing the remuneration payable to Whole Time Director (WTD) should consider pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The term of office of any Executive members of the Board including Managing Director shall not be more than 3(three) years subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time. The Executives members of the Board shall not be entitled to receive any sitting fees for attending any meeting of the Board of Directors or Committees thereof.

2.3 Policy for Remuneration of Non - Executive Directors

The Non-Executive members of the Board shall be paid compensation by way of sitting fees for attending Board / Other Committee meeting as may be approved by the Board excluding Stakeholders Relationship Committee and reimbursement of expenses for attending the Board / Committee meeting subject to limits specified under the Companies Act, 2013. However, the Non Executive Members may be paid fixed Commission as may be determined and approved by the Board of Directors from time to time. The Non-Executive members shall not be entitled for any stock options granted by the Board.

2.4 Policy for Stock Option Schemes

Without prejudice to the generality of the terms of reference to the Nomination and Remuneration Committee set out above, the Committee shall operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);

3. Approval and Publication

- 3.1 This remuneration policy as framed by the Committee at its meeting held on 05.02.2015 recommended and the Board of Directors at their meeting held on 05.02.2015 approved the same.
- 3.2 This policy shall be hosted on the Company's website.
- 3.3 The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013.