



Remuneration Policy

1. Preamble

This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel, and other employees of Wendt (India) Limited.

This Policy is guided by the principles and objectives as enumerated in Section 178 of the Companies Act, 2013 and regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

This Policy reflects the remuneration philosophy and principles of the Murugappa Group and considers the pay and employment conditions with peers / competitive market to ensure that pay structures are appropriately aligned.

2. Remuneration of Non-Executive Directors

- 2.1. Non-Executive Directors ("NEDs") will be paid remuneration by way of Sitting Fees. The remuneration to the NEDs will be decided by the Board in accordance with this policy.
- 2.2. The sitting fee payable to the NEDs for attending the Board and committee meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to comparable best in class companies.

3. Remuneration to Key Managerial Personnel / Other Employees

- 3.1. The Company's total compensation for Key Managerial Personnel as defined under the Companies Act, 2013 / other employees will consist of:
 - fixed compensation
 - variable compensation in the form of annual incentive
 - benefits
 - work related facilities and, perquisites and loans & advances in accordance with their service conditions
- 3.2. Fixed compensation will be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation will include Basic Salary, Housing Allowance, Leave Travel Allowance and a cash allowance.
- 3.3. The Annual Incentive (variable pay) of executives will be linked directly to the performance of the relevant business unit and the Company in accordance with the Employees Incentive Scheme of the Company as formulated from time to time.
- 3.4. Based on the grade and seniority of employees, Benefits for employees include:
 - 3.4.1 Health-Related



- 3.4.2 Health (hospitalization) insurance
- 3.4.3 Accident and Life insurance
- 3.4.4 Retirement-Related
- 3.4.5 Contribution to a Superannuation Fund (in addition to statutory benefits such as Provident Fund account, Gratuity, etc.)

3.5. Employees will also be eligible for work related facilities and perquisites as may be determined through human resources policies issued from time to time based on the Grade of the employee.

3.6. A formal annual performance management process will be applicable to all employees, including senior executives and Key Management Personnel. Annual increases in fixed and variable compensation of individual executives will be directly linked to the performance ratings of individual employee.

3.7.1 Overall compensation shall be subject to periodic reviews which takes into account data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Company's performance and the economic environment.

3.7.2 Employees may be eligible for severance payments in accordance with the termination clause in their employment agreement subject to applicable regulatory requirements.

4. Committee members interest

4.1. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.

5. Adoption, Changes and Disclosure of Information

5.1. This Remuneration Policy and any changes thereof will be approved by the Board of Directors as may be deemed necessary by the Board.

5.2. The policy may be reviewed at such intervals as the Board or N&R Committee may deem necessary.

5.3. Such disclosures of this Remuneration Policy as may be required under the Companies Act, 2013 and SEBI LODR Regulations may be made.
