



3F INDUSTRIES LIMITED

Nomination and Remuneration Policy

Applicability

This Policy is called "Nomination and Remuneration Policy("Policy").The Policy applies to Whole-time Directors, Directors, Independent Directors and Key Managerial Personnel (KMP) of the Company.

Objective of the Policy

The Company's Remuneration Policy is aimed to attract and retain the best talents by ensuring a fair, transparent and equitable remuneration to employees and Directors, based inter alia on individual job requirements, responsibilities, commensurate qualifications of individuals, experience, the performance of the Company and the performance / contribution of the individual employee. The policy enables a framework that allows for fair rewards for the achievement of key deliverables, in line with industry and Group practice.

Remuneration to the Whole-time Directors(WTD):

The remuneration for the WTD the Company will be based on Industry / sector in which our company operates, qualification and experience and the market practices of remunerating such position.The remuneration payable to WTD shall include basic salary payable alongwith Rent Free Accomodation, Gratuity, PF Contribution, Club Membership, Telephone & Mobile expenses, commission based on performance, Leave Travel Assistance, Tuition fees for children, Superannuation fund, Medical expenses reimbursement for self & family members and other perquisites as may be deemed fit to be payable based on the recommendations of the duly constituted Remuneration Committee of the Board. The Board and the Remuneration Committee may alter the composition of the remuneration payable based on the market practices for remunerating such positions from time to time.

Remuneration to the Independent Directors(ID):

The Independent Directors (ID's)at present shall be entitled for reimbursement of expenses incurred in connection with attending the Board& Committee meetings of the Company. They shall also be entitled for any other remuneration as may be approved by the Board. This will be based on the qualification and experience of such ID's and market practices for remunerating independent directors.

Remuneration to the Key Managerial Personnel(KMP):

KMP as defined in the Companies Act, includes the Chief Financial Officer and the Company Secretary. They shall be entitled for such remuneration as may be decided by the Board of Directors from time to time.The components of such remuneration will be based on the remuneration of similar position in similar companies and will also be based on factors affecting our company in particular.

Amendments

Any amendment to the Policy shall be approved by the Board of Directors as recommended by the Nomination and Remuneration Committee after their due review.