

ASEEM INFRASTRUCTURE FINANCE LIMITED (AIFL or COMPANY)

**REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL, SENIOR
MANAGEMENT PERSONNEL AND OTHER EMPLOYEES (“REMUNERATION POLICY”)**

Reviewing & Approving Authority

Authority	Designation
Prepared By	Chief Executive Officer
Reviewed By	Nomination & Remuneration Committee
Approved By	Board of Directors
Date of approval	March 30, 2023

Version History

Version	Issue Date	Brief Description
V.1	July 22, 2020	New Policy Adopted
V.2	August 26, 2021	Amended to include the reference to the provisions of the Companies Act, 2013 and certain factual changes.
V.3	March 30, 2023	Addendum to the policy added, to include clauses of RBI Circular on “Guidelines on Compensation”, dated April 29, 2022.

ASEEM INFRASTRUCTURE FINANCE LIMITED

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Remuneration policy for directors, key managerial personnel, senior management personnel, and other employees (“Remuneration Policy”)

1. Preamble

The Remuneration Policy provides a framework for the remuneration of the Directors, Key Managerial Personnel (“KMP”), Senior Management Personnel (“SMP”) and other employees of Aseem Infrastructure Finance Limited (“AIFL” or “the Company”).

This Remuneration Policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 (“Act”) and Guidelines on Compensation of KMPs and Senior Management in NBFCs issued by RBI vide its circular No.DOR.GOV.REC. No.29/18.10.002/2022-23 April 29, 2022, pursuant to the revised Scale Based Regulatory (SBR) framework for NBFCs.

In case of any inconsistency between the provisions of law and this Remuneration Policy, the provisions of the law shall prevail, and the Company shall abide by the applicable law. In case there are any changes in the applicable law, the Company shall comply with the applicable amended provisions.

Categories of Employees covered under this policy:

- a) All Directors including Whole Time or Executive Directors and Non-Executive or Nominee Directors or Independent Directors
- b) Key Managerial Personnel as defined under Section 2 (51) of the Act
- c) Senior Management

As per the Companies Act 2013:

“Key Managerial Personnel” (KMP), in relation to a company, means—

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer;
- (v) such other officer as may be prescribed.

***“Senior Management Personnel” (SMP)** includes officers or personnel of the Company who are members of the core management team of the Company excluding the Directors and normally comprising of all the members of management (CXOs) one level below the Chief Executive Officer/Managing Director/Whole-Time Director.

II. The major principles and objectives of the Company's Remuneration Policy for Directors are as under:

- a. To ensure that remuneration is competitive, enabling the Company to attract and retain Whole Time Directors capable of meeting the Company's needs and service delivery obligations;
- b. All Whole Time Directors, of the Company are recognized and rewarded for their performance in a fair and equitable manner;
- c. To ensure that the relationship of remuneration to performance is clear and meets the organization's performance goals while creating shareholder value;
- d. Compensate Whole Time Directors adequately for the efforts put in by them for the growth of the Company taking into consideration their significant professional expertise and rich experience across a wide spectrum of functional areas, time commitment, ensuring compliance with various statutory requirements and current competitive business environment.

III. The major principles and objectives of the Company's Remuneration Policy for KMP, SMP and other employees are as under:

A. Help attract and retain employees:

- i. Company recognizes that the industry landscape is competitive and therefore, the Company requires to provide competitive remuneration to ensure that high caliber key managerial personnel and employees are hired and retained to run the Company in meeting its performance objectives.
- ii. The remuneration policy to have differentiated benefit programs that build and reinforce organization's values and loyalty.
- iii. The remuneration payable to the employees shall be consistent with the applicable regulations from time to time.

B. Foster a culture of meritocracy

- i. Reward meritocracy, where differentiation is based on superior and consistent performance.
- ii. Rewards are not just based on quantitative (financial) parameters but also on how performance is achieved, including processes adopted, prudent judgment, and controls exercised.

C. Evaluate and Reward Performance over Time

- i. The remuneration plan ensures a balance between short-term and long-term financial performance and health of the organization.
- ii. Drive long-term commitment and ownership through Long Term Incentive Plan (LTIP) and/or equity awards with deferred vesting schedules.

D. Market competitive and mix of Fixed and Variable component

- i. The compensation structure will have Fixed Pay and Variable Pay. Fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- ii. The variable pay will comprise of Short Term Incentive (STI) and Long Term Incentive (LTI). Short term incentives in the form of annual performance incentive/bonus and long-term Incentives/equity based plan/deferred incentives ensure achievement of both short and long term Company performance.
- iii. The remuneration shall be market competitive.

2. Remuneration to Nominee Directors/ Independent Directors / Non-Executive Directors

- i. The Nominee Directors shall not be entitled to any remuneration in their capacity as Directors of the company (except any remuneration payable under his/her employment of service contract, if any).
- ii. Independent Directors and Non-Executive Directors may be paid remuneration as approved by the Board and as prescribed under the applicable law.
- iii. In addition to the Sitting Fees, Directors will be paid travelling expenses including airfare, hotel stay, and car on rental basis for attending the meetings and such other expenses as are incurred by the directors and allowed to be reimbursed as per the provisions of the Companies Act, 2013 and any regulatory provisions applicable to the Company and/or its' business.

3. D&O Policy

All Directors and employees of the Company shall be covered under the Directors and Officers Liability Insurance ("D&O") Policy.

Employees must conduct themselves to ensure that no breach of Code of Conduct is committed. Any such breach will have a direct bearing on their performance appraisal and rewards and shall also attract appropriate disciplinary action.

4. Disclosures in the Board's Report

The disclosures as required under the relevant provisions of the Companies Act, 2013, the rules made thereunder, to the extent applicable, shall be made with regards to the remuneration details of the Directors, KMPs, SMPs and other employees.

5. Policy review

This Policy may be amended, modified, or supplemented, annually to ensure compliance with any amendment, modification, or supplementation to the Act and Rules made there under and under any other applicable laws.

Any such amendment shall be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors.

6. Website

This Remuneration Policy shall be placed on the website of the Company.