



BEST ROADWAYS LTD.

MOBILIZING Your Growth

NOMINATION & REMUNERATION POLICY:

The Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration. Brief features of the said Policy are:

- (a) Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- (b) Nomination and Remuneration Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions;
- (c) While selecting Independent Directors, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise and experience required for the position;
- (d) Non-Executive /Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees Two Hundred Fifty per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The sitting fees for Independent Directors and Women Directors shall not be less than the sitting fee payable to other directors;
- (e) An Independent Director shall not be entitled to any stock option of the Company;
- (f) Other employees of the Company shall be paid remuneration as per the Company's HR policies. The breakup of the pay scale and quantum of perquisites including employer's contribution to PF, pension scheme, medical expenses, etc shall be as per the Company's HR policy;
- (g) The age, term of appointment and retirement of Managing Director/Whole –time Director shall be determined in accordance with the provisions of Companies Act, 2013 read with Rules made there under;
- (h) Managing Director/Whole –time Director and Key Managerial Personal shall be paid the remuneration within the overall limit prescribed under the Companies Act, 2013 and the Rules made there under as recommended by the Nomination and Remuneration Committee subject to the approval of the Board.