

NOMINATION AND REMUNERATION POLICY

A. Preamble

Section 178 of the Companies Act, 2013 requires the Nomination and Remuneration Committee (“**Committee**”) to recommend to the Board of Directors (“**Board**”) a policy for nomination and remuneration of directors, key managerial personnel (“**KMP**”) and other employees.

This remuneration policy (“**Policy**”) harmonises the requirements of the Companies Act, 2013 including any rules made thereunder, each as amended (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”). Quality Power Electrical Equipments Limited (“**Company**”) considers its human resources its invaluable assets. This Policy has been formulated to align aspirations of the employees with the goals of the Company.

The Policy, as approved by the Board on 15-02-2024 shall be applicable to the Company with effect from 15-02-2024.

B. Objectives of the committee

The Committee shall:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
2. To recommend to the Board appointment and removal of Directors, KMP and Senior Management of the Company.
3. To recommend to the Board the remuneration payable to the Directors, KMP, Senior Management and other Employees of the Company.
4. To evaluate the performance of every member of the Board, KMP, member of Senior Management and provide necessary report to the Board for their further performance evaluation by the Board.
5. To recommend reward(s) payable to the KMP and Senior Management linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
6. To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
7. To do such other acts or deeds as may be prescribed under applicable law.

C. Definitions

"**Act**" Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time;

"**Board**" Board means Board of Directors of the Company;

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| "Director" | Directors means Directors of the Company; |
| "Committee" | Committee means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time; |
| "Company" | Company means Quality Power Electrical Equipments Limited |
| "Independent Director" | shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the Listing Regulations; |
| "Key Managerial Personnel" | shall mean- <ul style="list-style-type: none"> (i) the Chief Executive Officer or the managing director or the manager; (ii) the Whole-Time Director; (iii) the Company Secretary; (iv) the Chief Financial Officer; (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel on the Board; and (vi) such other officer as may be prescribed under the applicable statutory provisions/ regulations. |
| "Senior Management" | shall mean officers and personnel of the Company who are members of its core management team excluding the Board of Directors comprising all members of management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or Manager, in case they are not part of the Board of Directors), including the functional heads. |
| "Nomination and Remuneration Committee" | shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act. |
| "Policy or This Policy" | shall mean this Nomination and Remuneration Policy. |
| "Remuneration" | shall mean any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961. |

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act as may be amended from time to time shall have the meaning respectively assigned to them therein.

D. Guiding principles

The Policy ensures that:

1. The level and composition of Remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
2. Relationship of Remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

E. Nomination and Remuneration Committee

Role of Committee. The role of the Committee inter-alia will be the following:

1. To identify persons who are qualified to become Directors and who may be appointed as Senior Management of the Company including KMPs in accordance with the criteria laid down in this Policy.
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, remuneration of the Directors, KMP, Senior Management and other employees of the Company.
3. Formulation of criteria for evaluation of independent directors and the Board. For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates
4. Devising a policy on Board diversity.
5. To lay down or amend Policy for appointment and removal of Director, KMP and Senior Management Personnel.
6. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
7. Recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

9. To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To recommend to the Board, all remuneration, in whatever form, payable to Senior Management
11. To ensure that the remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives of the Company.
12. Administering, monitoring and formulating detailed terms and conditions of any ESOP plans of the Company.

F. Appointment criteria and qualifications

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment and while doing so, take note of the following:

1. The person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient and satisfactory for the concerned position.
2. The Company shall not appoint or employ at the same time a managing director and a manager.
3. The Company shall not appoint or continue the employment of any person as Managing Director, Manager or Whole-time Director who is below the age of twenty-one years or has attained the age of seventy-five years. Provided that the appointment of a person who has attained the age of seventy-five years or term of such person holding this position may be extended beyond the age of seventy-five years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy-five years in accordance with applicable law.
4. At the time of appointment of a Director it should be ensured that number of Boards on which such Director serves as a Director, including an alternate directorship, is restricted to twenty companies (including not more than ten public companies).
5. No independent director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the board of the listed entity, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.
6. An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
7. Any vacancy in the office of independent director shall be filled by appointment of a new independent director within the prescribed period under the Act and/or SEBI Listing Regulations.
8. Provided that where the company fulfils the requirement of independent directors in its Board even without filling the vacancy, the requirement of replacement by / appointment of a new independent director shall not apply.

9. The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Tenure

Managing Director, Whole-time Director, Manager:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry his term.

Independent Director

An independent director shall hold office for a term up to five consecutive years and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after expiry of three years of ceasing to become an independent director. Provided that an independent director shall not, during the above period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (annually).

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable law, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act and the rules made thereunder.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

G. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

General:

1. The remuneration, compensation, commission etc. to the Whole-time Director, KMP and Senior

Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration, compensation, commission etc. shall be subject to the prior or post approval of the shareholders of the Company in accordance with applicable law.

2. The remuneration and commission, including any increments, to be paid to the Whole-time Directors, Managing Directors, Key Managerial Personnel and Senior Management shall be in accordance with the percentage, slabs, conditions laid down in the Act and/or SEBI Listing Regulations.
3. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

H. Remuneration to Whole-time, Executive, Managing Director, KMP and Senior Management Personnel:

Fixed pay:

The Whole-time, Managing Director, KMP and Senior Management Personnel (SMP) shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakdown of the pay scale and quantum of perquisites including, employer's contribution to the provident fund, pension scheme etc., as applicable, shall be decided and approved by the Board or the person's authorized by the Board on the recommendation of the Committee and approved by the shareholders, wherever required.

However, the whole-time Directors are authorised to revise the monthly remuneration of KMPs and SMPs on yearly basis as applicable to other employees of the company as per the HR policy as amended from time to time and the revision may be placed before the committee for their noting.

Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time, Managing Director, Manager, as applicable, in accordance with the provisions of Schedule V of the Act.

I. Remuneration to Non- Executive, Independent Directors:

Commission:

Commission may be paid on profits within the monetary limit approved by the shareholders, subject to the limit prescribed and computed as per the applicable provisions of the Act and/or SEBI Listing Regulations.

Sitting Fees:

The non-executive and/or independent directors may receive remuneration by way of fees for

attending the meetings of Board or committee thereof. Provided that the amount of such fees shall not such amount as may be prescribed by the Central Government from time to time. Provided further that for independent directors and women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

Stock Options:

An independent director shall not be entitled to any stock option of the Company.

J. Policy relating to remuneration and loans and advances to employees of the Company

1. Employees to be assigned grades according to their qualifications, work experience, competencies and their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs, as per the prevailing policy of the Company.
2. Loans and advances to the employees shall be granted in accordance with their conditions of service and shall be as per the prevailing policy of the Company.

K. Chairperson

The members of the Committee present at the meeting shall choose one amongst them to act as Chairperson, who shall be an independent director. Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee. Chairperson of the Nomination and Remuneration Committee meeting or, in his absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the Company.

L. Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required and/or as per the applicable provisions of the Act and/or SEBI Listing Regulations.

M. Committee Members' Interests

A member of the Committee shall not be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

N. Voting

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision

of the Committee. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Q. Minutes of Committee Meeting

Proceedings of all meetings must be minuted, tabled at the subsequent Board and Committee meeting and shall be signed by the Chairman of the Committee within 30 days from the date of conclusion of such meeting

P. Disclosure

The Remuneration policy and the evaluation criteria shall be disclosed in the Board's Report.

Q. Deviations from this Policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case. However, this shall be subject to the approval of Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company.

