Altius One Capital & Investments Private Limited
(formerly known as Dotex Merchandise Private Limited)
CIN: U51909WB1994PTC066069
Regd Off: Aakash deep, 5 Lower Rawdon Street, Flat no.3, 4th floor, kolkata-700020
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NOMINATION AND REMUNERATION POLICY

A. COMPOSITION

The Committee shall be comprised of three or more non-executive directors out of which atleast one-half shall be independent directors.

B. QUORUM

The quorum shall be 2 (two) members personally present.

C. TERMS & PURPOSE

The Board may expect directors to have ample experience and a proven record of personal and professional success, leadership and the highest level of personal and professional ethics, integrity and values. The Board shall also consider whether each director candidate and each director possess the following:

a. The highest level of personal and professional ethics, reputation, integrity and values;
b. The ability to exercise objectivity and independence in making informed business decisions;
c. The willingness and commitment to devote extensive time necessary to fulfill his/her duties;
d. The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others;

D. INDEPENDENCE REVIEW CRITERIA

Determination of Director's independence will be made by the Board for each director on an annual basis on the recommendation of the Committee. Independent directors have three key roles, namely, governance, review and guidance. Some of the performance indicators, based on which the independent directors shall be evaluated are: -

a. Independence from management.
b. Independence from Promoter Group.
c. No substantial shareholding.
d. Ability to contribute to and monitor our corporate governance practices.
e. Active participation in long-term strategic planning, advice and adherence to policies.
f. Commitment to the fulfilment of a director's obligations and fiduciary responsibilities - this includes participation and attendance.
g. Other significant relationship which may cause a conflict of interest.

E. REMUNERATION POLICY

The Company considers that the remuneration system is a key element in creating value. It thus has an advanced remuneration scheme based on the reciprocity of value for employees and for the Company in line with the interests of shareholders. The Company's remuneration system is informed by the following principles:

- Long-term value creation.
- Remunerate achievement of results based on prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.
- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy.

i. NON-EXECUTIVE DIRECTORS

The Non-Executive Directors (NEDs) will be paid remuneration by way of Sitting Fees as may be fixed by the Board from time to time.

ii. EXECUTIVE DIRECTORS

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Managing and Whole-time Directors, as and when appointed. salary shall be paid within the range approved by the Shareholder's and as per section 197 read with schedule V of the Companies Act, 2013.

Annual increments shall be effective after the completion of one year from the date of joining. Each year as per the terms of appointment which is approved by the shareholders. Commission may be paid as per term and condition of agreement with reference to and in keeping with Section 197 of Companies Act, 2013 subject to approval of shareholders. Specific amount payable to such directors is based on the performance criteria laid down by the Board, which broadly takes into account the profits earned by the Company for the year.

iii. OTHER KEY MANAGERIAL PERSONNEL EXCLUDING EXECUTIVE DIRECTORS

The Company shall pay remuneration by way of salary, and allowances (fixed component) and performance bonus if any, to other Key Managerial Personnel excluding the Executive Directors. Salary shall be paid as per term and condition of appointment letter within the range approved by and ratified by the Nomination & Remuneration Committee.

Performance Bonus amount payable to such personnel is based on the performance criteria laid down by the Board, and the profits earned by the Company for the year.

This Policy shall be reviewed by the Board from time to time.

For & on behalf of the Board of Directors
Altius One Capital & Investments Private Limited

Sd/-

Hemant Goenka
Director
DIN: 02138953