



REMURNATION POLICY FOR DIRECTORS,
KEY MANAGERIAL PERSONNEL AND
OTHER EMPLOYEES

First Revision: August 07, 2023



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REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

[Pursuant to Section 178(3) of the Companies Act, 2013 and Regulation 19 read along with Schedule II of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015]

I. PURPOSE

The Company believes that human resource is the key for the continuous growth and development of the Company. The Company's remuneration policy is designed to attract, retain and motivate employees by offering appropriate remuneration packages and retiral benefits and also rewarding performance of key employees by offering employee stock options to contribute and participate in the overall corporate growth, profitability and financial success of the organization. The remuneration policy is in consonance with the existing industry practice.

This remuneration policy ("**Policy**") has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). 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.

II. APPLICABILITY

This Policy is applicable to all Directors which includes both executive directors ("Executive Directors") and non-executive directors ("Non-Executive Directors"), Key Managerial Personnel ("KMP"), and Senior Management Team ("SMT") and other employees of the Company.

III. KEY PRINCIPLES FOR THIS REMUNERATION POLICY

While formulating this Policy, the NRC has considered the factors laid down under Section 178(4) of the Act, which are as under:

- (a) 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;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) 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"

IV. CRITERIA FOR REMUNERATION TO EXECUTIVE DIRECTORS

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission or performance bonus (variable component) to its Managing Director / Joint Managing Director or the Executive Director, as approved by the Board and the Members of the Company.

In determining the remuneration package of the Executive Directors, the NRC evaluates the remuneration paid by comparable organisation and thereafter makes its recommendation to the Board. Annual increments are decided by the NRC within the scale of remuneration approved by the Members of the Company. NRC also reviews and decides on the quantum of commission or performance bonus payable to the Managing Director / Joint Managing Director or the Whole-time Directors/ Executive Directors as per terms of appointment and based on the performance of the individual as well as the Company.

Performance criteria for Managing Director/ Joint Managing Director and Whole-time Director/ Executive Director, entitled for Commission or Performance Bonus are determined by NRC.

V. CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

The eligible Non-Executive Directors may be paid commission upto an aggregate maximum of 1% of the net profits of the Company as specifically computed for this purpose and as may be approved by Board of Directors of the Company from time to time.

The criteria of making payments to Non-Executive Directors cover, inter- alia, number of meetings attended, Chairmanship of Committees of the Board, time spent in deliberations with the senior management on operational matters other than at meetings and contribution at the Board/Committee(s) levels. The Company also reimburses the out-of-pocket expenses incurred by the directors for attending the meetings.

Non-Executive Directors are paid sitting fees for attending any Meeting of the Board and Committee of the Board including meeting of Independent Directors, as decided from time to time by the Board of Directors on the recommendation of NRC. The Members of Corporate Social Responsibility Committee have voluntarily waived the acceptance of sitting fees for attending the meeting of the Committee.

In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board / Committee meetings, general meetings and other meetings.

VI. CRITERIA OF MAKING PAYMENTS TO KMP AND OTHER EMPLOYEES INCLUDING SENIOR MANAGEMENT PERSONNEL

The remuneration of other KMP and other employees including Senior Management Personnel largely consists of basic fixed salary, perquisites, stock options, allowances and performance linked bonus (variable pay). The Company provides retirement benefits as applicable. Perquisites and other customary non-monetary benefits such as company car, health insurance, telephone, accommodation etc. are provided as per the Company Policies.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification and experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry and its peer group.

The Company provides performance linked bonus (variable pay) to the KMPs / SMPs/ other employees based on the performance of the Company in general and their individual performance.

VII. POLICY IMPLEMENTATION

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

VIII. CHANGE MANAGEMENT

The Board may in consultation with the NRC amend or modify this Policy in whole or in part, at any time.

This policy shall remain in force unless modified by the Board of Directors.

This policy has been amended, approved and adopted by the Board of Directors at its meeting held on August 7, 2023.
