



NOMINATION AND REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 read with Schedule II of the SEBI (LODR) Regulations, 2015

Document Title	Nomination and Remuneration Policy
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INTRODUCTION

The Nomination and Remuneration Policy ("Policy") of B&B Triplewall Containers Limited ("Company") has been formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Policy aims to establish a transparent framework for the appointment, evaluation and remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel ("SMP").

DEFINITIONS

Unless the context otherwise requires, the words, terms, expressions and derivations used in this Policy shall have the same meaning given in the Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- **'Applicable laws'** shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- **'Board'** shall mean the Board of Directors of B&B Triplewall Containers Limited, as constituted from time to time;
- **'Company'** shall mean B&B Triplewall Containers Limited;
- **'Directors'** shall mean the Directors of the Company;
- **'Functional Head'** shall mean and include the employees designated as departmental heads for various functions and department, by whatever name called, within the Company such as Head of Marketing, Sales, Human Resource, Finance, etc
- **'Independent Director'** shall mean a director referred to in Section 149 (6) of the Companies Act, 2013 and under the listing regulation;
- **"Key Managerial Personnel"** or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes:
 - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
 - ii. Company Secretary; and
 - iii. Chief Financial Officer
 - iv. Such other officer as may be prescribed
- **'Listing Regulations'** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **'NRC' or 'Committee'** means "Nomination & Remuneration Committee" constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013 and Listing Regulations.
- **'Other employees'** means, all the employees other than the Directors, KMPs and the Senior Management Personnel.



- **‘Senior Management Personnel’** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

OBJECTIVE

The objectives of this Policy are to:

- Determine appropriate criteria for appointment of Directors, KMP and SMP;
- Ensure an appropriate balance of skills, experience, knowledge and diversity on the Board;
- Establish criteria for determining qualifications, positive attributes and independence of Directors;
- Provide a framework for performance evaluation of the Board, its Committees and individual Directors; and
- Ensure that remuneration is reasonable, competitive and aligned with the Company’s performance and objectives.

CONSTITUTION OF NRC COMMITTEE

The Board of Directors shall constitute the NRC as follows:

- the Committee shall comprise of at least three directors;
- all Directors of the committee shall be non-executive directors; and
- at least two-thirds of the Directors shall be independent directors.

The Chairman of the NRC shall be an Independent Director. The Chairman of the Company, whether executive or non-executive, may be appointed as a member of the NRC and shall not chair such Committee.

The quorum for a meeting of the NRC shall be either two members or one third of the members of the Committee, whichever is greater, including at least one independent director in attendance.

The Chairman of the NRC shall be present at the Annual General Meeting, to answer the shareholders' queries; however, it shall be up to the chairman to decide who shall answer the queries. In case of his absence, any other member of the Committee authorised by him in this behalf shall attend the general meetings of the Company.

The NRC Committee shall meet at least once in a financial year.

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. For every appointment of an Independent Director, the Nomination and Remuneration 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 an 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;
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. Devising a policy on diversity of Board of Directors;
5. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
6. 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;
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria
9. Undertake any other matters as the Board may decide from time to time.

CRITERIA FOR APPOINTMENT

The NRC shall consider the following while recommending appointment of a Director, KMP or SMP:

- Integrity, ethical standards and reputation;
- Relevant qualifications, skills and experience;
- Knowledge relevant to the company's business and industry;
- Ability to devote adequate time and attention;
- Leadership and decision-making capabilities;
- Diversity of thought, background and experience;



- In case of Independent Directors, satisfaction of applicable independence requirements; and
- Compliance with applicable statutory and regulatory requirements.

For appointment of an Independent Director, the NRC shall assess the balance of skills, knowledge and experience on the Board and define the required role and capabilities.

REMUNERATION PRINCIPLES

The remuneration framework shall ensure that:

- Remuneration is reasonable and sufficient to attract, retain and motivate persons of the required quality;
- Remuneration is linked, wherever appropriate, to performance and achievement of defined objectives;
- The remuneration structure maintains an appropriate balance between fixed and variable components;
- Remuneration is consistent with the company's size, industry, performance and applicable legal requirements; and
- Remuneration does not compromise the independence of Independent Directors.

REMUNERATION OF DIRECTORS

The remuneration of Executive Directors shall be determined in accordance with the provisions of the Companies Act, 2013, applicable SEBI regulations and approvals of the Board/shareholders, wherever required.

Independent Directors shall be entitled to sitting fees, reimbursement of expenses and commission, if approved and permitted under applicable laws.

Independent Directors shall not be entitled to stock options or other benefits prohibited under applicable laws.

REMUNERATION OF KMP AND SENIOR MANAGEMENT

The remuneration of KMP and SMP shall be determined having regard to:

- Qualifications and experience;
- Responsibilities and role;
- Prevailing industry standards;
- Individual performance;
- Company performance; and
- Applicable statutory requirements.

The remuneration may comprise fixed pay, variable pay, incentives, benefits and other permissible components, as approved by the competent authority.



PERFORMANCE EVALUATION

The performance of the Board, its Committees and individual Directors shall be evaluated periodically in accordance with the criteria approved by the NRC and applicable legal requirements.

REVIEW

The Committee may assess the adequacy of this Policy and make any necessary or desirable amendments from time to time to ensure it remains consistent with the Board's objectives, current laws and best practices.
