

EAST WEST HOLDINGS LIMITED
(Formerly Bullish Bonds & Holdings Ltd)

**NOMINATION AND
REMUNERATION POLICY**

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1. INTRODUCTION

This Nomination and Remuneration Policy (hereinafter referred to as “NRP”) has been framed and adopted by East West Holdings Limited in compliance with the requirements of Section 178 of the Companies Act, 2013 (“the Act”) and the provisions of clause 19 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”). This Policy on nomination and remuneration of Directors (including nonexecutive Directors) Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors

This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors (including non-executive Directors), Key Managerial Personnel and Senior Management Personnel.

2. OBJECTIVE OF THE POLICY

The objectives and purpose of this Policy are:

- To formulate the criteria for determining qualifications, competencies, positive attributes and Independence for appointment of a director (Executive/Non-executive/Independent) of the Company (“Director”); and
- To recommend policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management to the Board of Directors of the Company (“Board”).

3. DEFINITIONS:

“**Act**” means the Companies Act, 2013

“**SEBI Listing Regulations**” means SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

“**Company**” shall mean of **East West Holdings Limited**

“**Directors**” shall mean all the members of the Board of Directors of the Company, including the Part-time Directors.

“**Executive Directors/Whole time Directors**” shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

“**Whole-time Directors**” shall mean the Board Members who are in whole-time employment of the Company.

“**Part-Time Directors**” shall mean the Board Members who are part-time directors and not in the whole time employment of the Company.

“**Senior Management**” shall mean Executives one Level below the Board Level.

“**Independent Director**” means a Director who satisfies the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations.

“**Key Managerial Personnel**” or “**KMP**” shall have the meaning as defined in the Companies Act 2013 and as amended from time to time.

“**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation and as amended from time to time.

4. ROLE OF COMMITTEE:

Role of committee shall, inter-alia, include the following:

- 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;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- 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.
- 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.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

5. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

a) 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 Senior Management and recommend to the Board his / her appointment.
- A 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 are sufficient/ satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years.
- Provided that the term of the person holding this position may be extended beyond the age of seventy 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 years.

b) Managing Director/Whole-time Director/ Executive Director

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

c) Independent Director

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company 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.

- 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 said period of three years, be appointed or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment or re-appointment of Independent Director, compliance with requirements laid under the Act and Listing Regulations inter-alia for meeting independence criteria, directorship in listed entities and performance evaluation, shall be ensured.

d) Evaluation

The Committee shall carry out an annual performance evaluation of the Board/Committee, Chairman and Individual Directors, by itself or through the Board or an Independent external agency, and review implementation thereof.

e) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, 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 said Act, rules and regulations.

f) Retirement

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

6. POLICY RELATING TO THE REMUNERATION FOR THE EXECUTIVE DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- a) The remuneration/compensation/commission etc. to the Managing 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/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary 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.
- e) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- f) If any Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
- g) The remuneration payable to each Non-Executive Director(s) is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act, 2013 and the rules made thereunder.
- h) The remuneration to the Non-executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
- i) The Independent Directors shall not be entitled to any stock option of the Company.

7. APPLICABILITY TO SUBSIDIARIES:

This Policy may be adopted by the Company's subsidiaries subject to suitable modifications and approval of the Board of Directors of the respective subsidiary

8. BOARD DIVERSITY:

The Board shall have an optimum composition of directors related to gender, age, expertise from different fields i.e. Finance, Law, Management, Sales, Marketing and Logistics etc or any other areas related to the Company's business. The balance of Skills and experience along with diversity of thought, knowledge and perspective and gender will help the Company in attainment of its objectives.

9. 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.

10. REVIEW AND AMENDMENT TO THE POLICY:

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.
