

REMUNERATION POLICY : (Approved and adopted on the Board meeting of the Company dated 31.01.2017)

1. Preamble:

This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel, and other employees of Kedia Construction Company Limited.

This Policy is guided by the principles and objectives as enumerated in Section 178 of the Companies Act, 2013 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 (“SEBI LODR Regulations”), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

2. Remuneration of Non-Executive Directors:

i. Non-Executive Directors (“NEDs”) will be paid remuneration by way of Sitting Fees and Commission. The remuneration/ commission/ compensation to the NEDs will be decided by the Board in accordance with this policy.

ii. As approved by the shareholders at the shareholders meeting, Commission will be paid at a rate computed in accordance with Section 198 of the Companies Act, 2013. The Commission to be paid will be restricted to a fixed sum within the above limit annually on the basis of their tenor in office during the financial year.

iii. The payment of the Commission to the NEDs will be placed before the Board every year for its consideration and approval. The sitting fee payable to the NEDs for attending the Board and NRC meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to comparable best in class companies.

iv. Keeping with evolving trends in industries and considering the time and efforts spent by specific NEDs, the practice of paying differential commission will be considered by the Board.

v. Independent Directors will not be eligible to receive stock options under the existing employee stock option scheme(s) (“ESOP”) of the Company.

3. Remuneration of Executive Director:

i. The compensation paid to the Executive Directors (including Managing Director) will be within the scale approved by the shareholders. The elements of the total compensation, approved by the N&R Committee will be within the overall limits specified under the Companies Act, 2013.

ii. The elements of compensation of the Executive Director include the elements as described in 4 below.

iii. The N&R Committee will determine the annual variable pay compensation in the form of annual incentive and annual increment for the Executive Director based on Company's and individual's performance as against the pre-agreed objectives for the year.

iv. The Executive Directors, except a promoter director, will also be eligible for ESOPs as per the ESOP scheme in force from time to time. Grants under the ESOP Scheme shall be approved by the N&R Committee.

v. In case of inadequacy of profit in any financial year, the remuneration payable to the Executive Director shall be further subject to the relevant provisions of the Companies Act.

vi. Executive Directors will not be paid sitting fees for any Board/ Committee meetings attended by them.

4. Remuneration to Key Managerial Personnel / Other Employees:

i. The Company's total compensation for Key Managerial Personnel as defined under the Companies Act, 2013 / other employees will consist of:

- fixed compensation
- variable compensation in the form of annual incentive
- benefits
- work related facilities and, perquisites and loans & advances in accordance with their service conditions

ii. In addition, select senior executives will be eligible for long-term incentive plan in the form of ESOPs, as per the ESOP scheme in force from time to time. Grants under the ESOP Scheme will be approved by the N&R Committee.

iii. Fixed compensation will be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation will include Basic Salary, Housing Allowance, Leave Travel Allowance and a cash allowance.

iv. The Annual Incentive (variable pay) of executives will be linked directly to the performance of the relevant business unit and the Company in accordance with the Employees Incentive Scheme of the Company as formulated from time to time.

v. Based on the grade and seniority of employees, Benefits for employees include:

vi. Health-Related

vii. Health (hospitalization) insurance

viii. A formal annual performance management process will be applicable to all employees, including senior executives and Key Management Personnel. Annual increases in fixed and variable compensation of individual executives will be directly linked to the performance ratings of individual employee.

ix. Overall compensation shall be subject to periodic reviews which takes into account data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Company's performance and the economic environment.

x. Employees may be eligible for ESOPs as per the ESOP scheme approved by the Shareholders and in force from time to time. The objective of the ESOP scheme will be to reward employees for their contribution to the long term growth and profitability of the Company by providing a platform to share the value they create for the Company.

xi. Employees may be eligible for severance payments in accordance with the termination clause in their employment agreement subject to applicable regulatory requirements.

5. Committee members interest:

i. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC.

ii. Adoption, Changes and Disclosure of Information:

iii. This Remuneration Policy and any changes thereof will be approved by the Board of Directors as may be deemed necessary by the Board.

iv. The policy may be reviewed at such intervals as the Board or N&R Committee may deem necessary.

v. Such disclosures of this Remuneration Policy as may be required under the Companies Act, 2013 and SEBI LODR Regulations may be made.