

## EMAAR MGF LAND LIMITED

### NOMINATION & REMUNERATION POLICY

#### I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of every Company whose securities are listed shall constitute the Nomination and Remuneration Committee. The Company had already constituted Remuneration/Compensation Committee, however, in order to align with the provisions of the Companies Act, 2013, the Board on September 18, 2014 changed the nomenclature of the “Remuneration/Compensation Committee” as “Nomination and Remuneration Committee” and also reconstituted the Committee. This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

#### II. TERMS OF REFERENCE

The terms of reference of the Nomination & Remuneration Committee shall be as under:

- (a) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.
- (b) The Committee shall carry out evaluation of every director’s performance and recommend to the board his/her appointment and removal based on the performance.
- (c) The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (d) The Committee shall ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks, and involves a balance between fixed and incentive pay.

#### III. MEMBERSHIP

- a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- d) Membership of the Committee shall be disclosed in the Annual Report.
- e) Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **IV. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

#### **V. COMMITTEE MEMBERS' INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **VI. VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **VII. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTOR**

##### **A. QUALIFICATIONS OF INDEPENDENT DIRECTOR**

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

##### **B. POSITIVE ATTRIBUTES OF INDEPENDENT DIRECTORS**

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

##### **C. INDEPENDENCE OF INDEPENDENT DIRECTORS**

An Independent director should meet the requirements of the Companies Act, 2013.

**VIII. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

**A. NON-EXECUTIVE DIRECTORS**

- (a) Non-Executive Directors shall be paid a sitting fee of Rs. 100,000/- for every meeting of the board or committee thereof attended by them as member.
- (b) The company has no stock options plans and no payment by way of bonus, pension, incentives etc. shall be paid.

**B. MANAGING DIRECTOR & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES**

- (a) The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent.
- (b) The Remuneration to Managing Director shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.
- (c) The company has no stock options, plans and hence, such instruments do not form part of his remuneration package.
- (d) The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (e) Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company from time to time.

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