

NOMINATION, REMUNERATION AND EVALUATION POLICY OF Navi Finserv Limited

(Formerly known as Chaitanya Rural Intermediation Development Services Private Limited)



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Approved by	Board of Directors

INTRODUCTION

The Nomination, Remuneration and Evaluation Policy (“Policy”) of Navi Finserv Limited (“Navi” or “Company”) is formulated under the requirements of applicable laws, including the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) and guidelines of Reserve Bank of India (RBI) on Corporate Governance issued vide circular reference RBI/DNBR/2016-17/45 Master Direction DNBR. PD. 008/03.10.119/2016-17.

OBJECTIVE AND PURPOSE

The objectives and purpose of this Policy are:

- (i) 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**”);
- (ii) To recommend policy relating to the remuneration of the Directors, KMP and Senior Management to the Board of Directors of the Company (“**Board**”).
- (iii) Evaluation of individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board.
- (iv) Board Diversity.

This includes reviewing and approving corporate goals and objectives relevant to the compensation of the executive Directors, evaluating their performance in light of those goals and objectives and, either as a committee or together with the other Independent Directors (as directed by the Board), determine and approve executive Directors’ compensation based on this evaluation; making recommendations to the Board with respect to KMP and Senior Management compensation and recommending incentive-compensation and equity-based plans that are subject to approval of the Board.

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted the “Nomination and Remuneration Committee” in line with the requirements under the Companies Act, 2013 (“**Act**”). This Policy and the Nomination and Remuneration Committee Charter are integral to the functioning of the Nomination and Remuneration Committee and are to be read together.

The Board has authority to reconstitute this Committee from time to time.

DEFINITIONS

- (i) ‘**Board**’ means Board of Directors of the Company.
- (ii) ‘**Directors**’ means directors of the Company.
- (iii) ‘**Committee**’ means Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board, in accordance with the Act and applicable Listing Regulations.
- (iv) ‘**Company**’ means Navi Finserv Limited.
- (v) ‘**Independent Director**’ means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules.

- (vi) **'Key Managerial Personnel (KMP)'** means-
- a) the Managing Director or Chief Executive Officer or manager
 - b) Whole-time Director
 - c) the Company Secretary;
 - d) the Chief Financial Officer;
 - e) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - f) Any other person as defined under the Companies Act, 2013 from time to time
- (vii) **'Nomination and Remuneration Committee Charter'** shall mean the charter in line with the Act and Listing Regulations as adopted by the Nomination and Remuneration Committee from time to time
- (viii) **'Senior Management'** means officers/personnel of the Company who are members of its core management team.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act, and Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

GENERAL

This Policy is divided in three parts: -

Part – A covers the matters to be dealt with and recommended by the Committee to the Board; Part – B covers the appointment and removal of Directors, KMP and Senior Management; and Part – C covers remuneration for Directors, KMP and Senior Management

Part – A

Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The following matters shall be dealt with by the Committee: -

- (i) **Size and composition of the Board:**
Periodically reviewing the size and composition of the Board to have an appropriate mix of executive and Independent Directors to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;
- (ii) **Directors:**
Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommend candidates to the Board when circumstances warrant the appointment of a new Director, having regard to qualifications, integrity, expertise and experience for the position.
- (iii) **Succession plans:**
Establishing and reviewing Board, KMP and Senior Management succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management.

(iv) Evaluation of performance:

- (a) Make recommendations to the Board on appropriate performance criteria for the Directors.
- (b) Formulate the criteria and framework for evaluation of performance of every Director on the Board of the Company or engage with a third party facilitator in doing so.
- (c) Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

(v) Board diversity:

The Committee is to assist the Board in ensuring the Board nomination process is in line with the diversity policy of the Board relating to gender, thought, experience, knowledge and perspectives. The policy on Board diversity is available as **Annexure A**

(vi) Recoupment Policy:

The Committee is responsible for recommending to the Board, the application of the Recoupment Policy in relation to any incentive-based compensation (as defined in the Recoupment Policy), that shall be recovered from the current or past CEO or any current or past executive reporting to the CEO in the event of an accounting restatement. [The Recoupment Policy is available as **Annexure B**]

(vii) Remuneration framework and policies:

The Committee is responsible for reviewing and making recommendations to the Board on:

- (a) Remuneration of executive Directors to be presented for shareholders' approval including severance, if any.
- (b) Individual and total remuneration of non-executive Directors and the chairperson (if non-executive), including any additional fees payable for membership of Board committees;
- (c) the remuneration and remuneration policies for KMP and Senior Management including base pay, incentive payments, equity awards, retirement rights, severance pay if any and service contracts having regard to the need to:
 - a) attract and motivate talent to pursue the Company's long term growth;
 - b) demonstrate a clear relationship between executive compensation and performance;
 - c) be reasonable and fair, having regard to best governance practices and legal requirements and
 - d) balance between fixed and incentive pay reflecting short and long-term performance objectives as appropriate for the Company and its goals
- (d) the Company's incentive compensation and equity based plans including a consideration of performance thresholds and regulatory and market requirements;

PART – B

Policy for appointment and removal of Directors, KMP and Senior Management

(a) Appointment criteria and qualifications

- (i) The Committee shall ascertain the integrity, qualification, expertise and experience of

the person identified for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

- (ii) A person to be appointed as Director, KMP or Senior Management should possess adequate qualification, expertise and experience for the position he / she is considered for.
- (iii) A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.
- (iv) 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.
- (v) The Company shall not appoint or continue the employment of any person as Managing Director / executive Director who has attained the age of sixty years and shall not appoint Independent Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the Committee beyond the age of sixty years/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 sixty years/seventy years as the case may be.
- (vi) A whole-time KMP of the Company shall not hold office in more than one company except in a subsidiary of the Company at the same time. However, a whole-time KMP can be appointed as a director in a company, with the permission of the Board of Directors of the Company.

Appointment of Director/ KMP

The management shall assess the candidature of a person to be appointed as a Director/ KMP as per the internal supervisory assessment process for facilitating due diligence on proposed director. The assessment report along with the required documents shall be submitted to the Committee . The Committee shall consider the following factors to nominate a potential candidate for appointment as a director on the Board:

- Educational Qualification
- Experience and field of Technical Expertise
- Relevant Background and Integrity
- Potential conflicts of Interest and Independence
- Relevant records of professional Achievements
- Legal Proceedings. If any, against the Candidate/ Director

- Terms and Qualifications prescribed under other RBI Directives, Companies Act 2013 or any other Statute as may be applicable
- Signed Deeds and/ Declarations submitted by the Candidate/ Director.
- Internal assessment report on the candidature of the proposed director.
- Such other factors/documents/information as the Committee may require;

The Committee shall also evaluate the fit and proper criteria as required under RBI regulations and other regulations as applicable to the Company.

(b) Term / Tenure

(i) Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time 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.

(ii) 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 in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves, is restricted as per the applicable regulations in force.

(c) Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable act, rules or regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said act, rules and regulations.

(d) Retirement

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

PART – C

Policy relating to the remuneration for Directors, KMP and Senior Management

General

- (i) The remuneration / compensation / commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.

- (ii) The remuneration and commission to be paid to the Managing Director/Whole-time Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- (iii) 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/ Whole-time Director.
- (iv) Where any insurance is taken by the Company on behalf of its Directors, KMP and Senior Management 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. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(a) Remuneration to KMP and Senior Management

The pay program for KMP and Senior Management has been designed around three primary pay components: Base/Fixed pay, Performance Bonus and Stock Incentives. These three components together constitute the “Total Rewards” of the KMP and Senior Management.

- (i) **Base/ Fixed pay:** It is guaranteed pay and paid periodically, usually monthly.
- (ii) **Performance Bonus:** Cash bonus, payable on the achievement of objective and quantifiable key performance indicators (KPI) as established by the Committee.
- (iii) **Stock Incentives:** Stock or equity based incentives are time-based equity grants. Time based stock incentives, in the form of ESOPs/ stock options, are vested based on continuation of service. The stock incentives are governed by the Company’s stock option plan as approved by the shareholders or any other plans as may be amended.

The total rewards for KMP and Senior Management is designed to ensure their continued alignment with organizational goals. The Committee aims to ensure that KMP and Senior Management pay is reflective of market pay, consisting of a mix of Base/ Fixed pay, Performance Bonus and Stock Incentives. The emphasis on Stock Incentives ensures alignment with shareholders’ interests, through a continued focus on the Company’s sustainable, long-term performance.

(b) Remuneration to other employees

The compensation for other employees would be as per the compensation policy of the Company, as revised through the compensation review process from time to time and approved by the ChiefExecutive Officer, in consultation with the Head- HR.

(c) Minimum remuneration to Whole-time Directors

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013.

(d) Remuneration to Non-Executive / Independent Directors

Remuneration: The remuneration payable to each Non-Executive Director 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. If, in any financial year, the

Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Non-Executive / Independent Directors in accordance with the provisions of Schedule V of the Companies Act, 2013.

- i. Stock Incentive: The Independent Directors shall not be entitled to any stock incentive of the Company.
- ii. 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.

POLICY REVIEW AND EFFECTIVE DATE

- (i) This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of Listing Regulations with the stock exchanges.
- (ii) In case of any subsequent changes in the provisions of the Companies Act, 2013, Listing Regulations 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.
- (iii) This policy shall be reviewed by the Nomination and Remuneration Committee every two years or 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.

Annexure A

BOARD DIVERSITY POLICY

Navi believes in and embraces the benefit of having a diverse Board of Directors and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of the differences in the skills, regional and industry experience, background, gender and other distinctions between Directors.

These distinctions would be considered in determining the optimum composition of the Board and when possible would be balanced appropriately.

At a minimum, the Board of the Company shall consist of at least one woman Independent Director. All Board appointments are made on merit, in context of the knowledge, skills, experience, independence and integrity which are required to make the Board effective.

In reviewing the Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to discharge its duties and responsibilities effectively.

In identifying suitable candidates for appointment for the Board, the committee will consider candidates on merit against objective criteria and due regard for the benefits of diversity on the Board.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge of Navi on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.

This policy will be reviewed by the NRC once in every two years or earlier if required.

Annexure B:

RECOUPMENT POLICY

In the event that Navi Finserv Limited (“**Company**”) restates its financial statements due to fraud or non-compliance of any rules, regulations or accounting standards applicable to the Company, to the extent permitted or required by governing laws, the Company shall seek to recover any Incentive Based Compensation received by any Executive Officer of the Company that is in excess of what would have been payable to such Executive Officer based on the restated and corrected financial statements.

For the purposes of this Policy:

“Executive Officer” means a current or past Chief Executive Officer (CEO) or any current or past executive reporting to the CEO.

“Incentive Based Compensation” means all cash-based and share-based compensation earned or paid after the Effective Date, the earning or vesting of which was based on the attainment of a financial measure or financial performance of the Company.

This Policy shall be applied and interpreted in accordance with rules and regulations that are adopted and become effective, from time to time, by the Securities and Exchange Board of India, Companies Act of 2013 or other applicable law or listing requirements of any exchanges on which the securities of the Company is listed or traded, and otherwise shall be applied and interpreted in the business judgment of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall review, from time to time, this Policy and recommend any changes or amendments to the Board of Director of the Company, including any change in response to the adoption of any new rules and regulations applicable to the Company.