



**Corporate Office :** 52A - TITANIUM, Near Prahladnagar Garden, Corporate Road,  
Ahmedabad (Gujarat) - 380015. | **PH:** 079-40394918

## **Shree Maruti Integrated Logistics Limited**

### **Nomination and Remuneration Policy**

#### **1. Introduction**

This Nomination and Remuneration Policy ("Policy") has been formulated in accordance with the provisions of Section 178 of the Companies Act, 2013 and the rules made thereunder. This Policy aims to establish a framework for the nomination, remuneration, and evaluation of directors, key managerial personnel ("KMP"), and other senior management of **Shree Maruti Integrated Logistics Limited** ("the Company").

#### **2. Objective**

The objective of this Policy is to:

- Formulate the criteria for determining qualifications, positive attributes, and independence of directors.
- Recommend a policy for the remuneration of directors, KMP, and senior management personnel.
- Ensure a transparent process for the selection and appointment of directors and senior executives.

#### **3. Nomination and Remuneration Committee**

- The Committee shall consist of three or more non-executive directors, with at least half being independent directors.
- The Committee shall meet as required to discuss and decide on matters under its scope.

#### **4. Role and Responsibilities**

##### **4.1 Nomination Responsibilities**

- Formulate criteria for identifying suitable candidates for directorship.
- Evaluate and recommend the appointment or reappointment of directors, KMP, and senior management.
- Ensure diversity of the Board in terms of skills, experience, and knowledge.
- Establish succession planning for senior management and Board members.

##### **4.2 Remuneration Responsibilities**

- Recommend the structure of remuneration payable to executive and non-executive directors.
- Ensure the remuneration is reasonable and aligned with industry standards.
- Consider factors such as qualifications, responsibilities, performance, and Company's financial status while determining remuneration.
- Approve compensation packages for senior management and KMP based on performance parameters.

## **SHREE MARUTI INTEGRATED LOGISTICS LIMITED**

**(Formerly known as Shree Maruti Courier Services Private Limited)**

**Regd. Office:** "Shree Maruti House", 5 Jagnath Road, Off. Radhakrishna Road, Rajkot (Gujarat) - 360001.

**www.shreemaruti.com | CIN:** U64120GJ1987PLC010124 | **corp@shreemaruti.com**

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## 5. Appointment and Removal

- **Appointment Criteria:** Candidates should have appropriate qualifications, integrity, and experience in their respective fields.
- **Term and Reappointment:** The Committee shall recommend the term and any reappointment of directors and KMP.
- **Removal:** The Committee may recommend removal if a director or executive fails to meet expected performance or acts contrary to the interests of the Company.

## 6. Remuneration Structure

- **Executive Directors and KMP:**
  - Fixed salary with annual increments based on performance.
  - Variable pay linked to individual and Company performance.
  - Other benefits as per the Company's policies.
- **Non-Executive Directors:**
  - Sitting fees for attending meetings.
  - Reimbursement of expenses for participation in meetings.
- **Independent Directors:**
  - Remuneration as per the provisions of the Companies Act, 2013.
  - No stock options shall be granted to Independent Directors.

## 7. Evaluation Process

- The Committee shall carry out an annual performance evaluation of the Board, its committees, and individual directors.
- Criteria for evaluation include effectiveness, participation, decision-making ability, and governance standards.

## 8. Amendments

The Board may amend this Policy from time to time on the recommendation of the Committee. Any changes shall be in accordance with applicable laws and regulations.

## 9. Disclosure

This Policy shall be disclosed in the Board's Report as per the requirements of the Companies Act, 2013.

**For, Shree Maruti Integrated Logistics Limited**



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Sd/-  
**Maulik Rambhai Mokariya**  
Chairman & Director  
DIN: 05310868

\*The policy is adopted by Board in its meeting dtd. 01.07.2024.

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