

**WABCO INDIA LIMITED**

**NOMINATION AND REMUNERATION POLICY**

(Pursuant to Section 178 of the Companies Act, 2013 and  
Clause 49 of Listing Agreement)

As required under the provisions of the Companies Act, 2013 (the Act) and the Listing Agreement with the stock exchanges, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (“KMP”) and the Senior Managerial Personnel (“SMP”) has been formulated by the Nomination and Remuneration Committee of Directors (“NRC” or “the Committee”) and approved by the Board of Directors of the Company (“the Board”).

### **1. Objective and purpose:**

- a) To guide the Board by laying down criteria and terms and conditions in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- c) To recommend to the Board a policy, relating to the remuneration for directors, Key Managerial Personnel and formulate criteria for remuneration payable to Senior Management Personnel and other employees.
- d) To provide Key Managerial Personnel and Senior Management performance based incentives / rewards relating to the Company’s operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented Senior Management and create competitive advantage through a structured talent review.

### **2. Definitions:**

#### **2.1 Key Managerial Personnel:** Key Managerial Personnel means –

- a) Chief Executive Officer or the Managing Director or the Manager;
- b) Company Secretary,
- c) Whole-time director;
- d) Chief Financial Officer; and
- e) such other officer as may be prescribed by the Act or rules made thereunder.

#### **2.2 Senior Management Personnel (“SMP”)** means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, the “words and expressions” used in this Policy and not defined herein but defined in the Companies Act, 2013, as may be amended, from time to time, shall have the meaning respectively assigned to them therein.

**3. Applicability:**

The Policy is applicable to all Directors, Key Managerial Personnel (KMP) and SMP.

**4. Constitution, Composition, Quorum of the Committee****4.1 Number of Members**

- i. The Committee shall consist of a minimum 3 (Three) non-executive directors, out of which not less than one half shall be Independent Directors.
- ii. Two (2) members present out of whom one shall be an Independent Director shall constitute a quorum for a Committee meeting.
- iii. The Chairman of the Committee will be an independent director from amongst the members of the Committee. In the absence of the Chairman, members of the Committee present at the meeting shall choose one of the members of the committee to act as Chairman.
- iv. The Chairman of the Company may be a member of the Committee but will not chair the Committee.
- v. The Chairman of the Committee or in his absence any member of the Committee nominated by the Chairman shall be present at the AGM to answer shareholders queries.
- vi. Membership of the Committee shall be disclosed in the Annual Report.

**4.2 Meetings and Invitees to meetings:**

- i. The Committee will meet as and when required or as mandated by the Board or the Chairman of the Committee.
- ii. The Committee may invite such executives, as it considers appropriate to be present at any meeting of the Committee.
- iii. The Company Secretary shall act as Secretary of the Committee and provide assistance to it.

**5. Role and functions of the Committee related to Nomination****5.1 Appointment criteria and qualifications:**

- i. To identify persons who are qualified to become directors and who may be appointed as KMP or SMP, who possesses integrity, independence, adequate knowledge, skill, qualification, experience in the field of his/her specialisation commensurate with the proposed role and responsibility as Director, KMP or SMP and shall have the ability to manage the responsibility assigned to him / her.
- ii. The Company should ensure that it appoints or continues the employment of any person as Managing Director subject to the conditions laid down under Part I of Schedule V of the Companies Act, 2013.

- iii. To ensure that Company shall appoint or continue the service of any person as Independent Director subject to the provisions of Section 149 read with Schedule IV and other applicable provisions of the Act and Clause 49 of the Listing Agreement.

## 5.2 Tenure of appointment:

### i. Executive Directors:

- a) The Company shall appoint or re-appoint any person as its Managing Director whole time Director by whatever name called, for a term not exceeding five years at a time.
- b) No re-appointment shall be made earlier than one year before the expiry of his / her term.

### ii. Independent Director:

- a) To ensure that an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) To ensure that no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the 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.

## 5.3 Evaluation:

The committee shall carry out evaluation of performance of every Director on yearly basis on certain pre-determined parameters.

## 5.4 Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and 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.

**5.5 Retirement:**

- i. The Director, KMP and SMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing Policy of the Company. However, a Director shall not seek re-election to the directorship after attaining the age of 75.
- ii. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

**6. Role and functions of the Committee related to Remuneration****6.1 Remuneration for the Managing Director**

The remuneration to Managing Director will be determined by the Committee and recommended to the Board for approval. They shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever applicable / required.

- 6.1.1 The remuneration payable to the Managing Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there-under, which may be in force, from time to time.
- 6.1.2 Where any insurance is taken by the Company on behalf of its Directors, Managing Director, KMPs and SMPs 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.

**6.2 Remuneration to KMPs and SMPs:****6.2.1 Regular Pay:**

The KMP and SMP shall be eligible for a monthly remuneration which will consist of Fixed and incentive components including perquisites and statutory benefits to attract, retain and motivate KMPs and SMPs to attain the short and long term performance objectives of the Company.

**6.2.2 Profit related Commission:**Managing Director:

In addition to fixed remuneration, Managing Director is entitled to receive remuneration within the limits prescribed under the Act by way of profit related commission.

Other KMPs and Senior Management Personnel:

In addition to fixed remuneration, to motivate executives to pursue the long term growth and success of the Company, KMPs and SMPs are entitled to receive performance based remuneration.

**6.2.3 Minimum remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

**6.3 Remuneration to Independent Director:****6.3.1 Sitting Fees:**

The Independent Director shall receive remuneration by way of fees for attending meetings of Board or Committee thereof as approved by the Board, subject to the maximum limit prescribed by the Central Government from time to time.

**6.3.2 Commission:**

Independent Director shall be entitled to commission, subject to the limit prescribed in the Companies Act, 2013.

The committee will consider the performance evaluation, industrial trend, economic environment and business performance of the Company before recommending commission payable to the Independent Directors of the Company.

**6.3.3 Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**7. Appointment and remuneration of Employees of the Company**

The terms of appointment and remuneration of employees of the Company (other than Managing Director, KMPs and SMPs including functional head) shall be governed by the Company policy.

**8. Delegation**

The Committee or the Board of Directors may delegate one or more powers / responsibilities prescribed in this policy in favour of Managing Director or any other Officer of the Company for implementation of the policy.

**9. Amendment**

This policy may be amended, altered or modified by the Committee, if it deemed necessary.

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