

**IP Rings Limited**

**Nomination & Remuneration Policy**

**And**

**Board Diversity Policy**

**And**

**Succession planning**

(Effective from 08.05.2023)

This policy is framed in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI(LODR)") as amended from time to time and pursuant to Section 178 of the Companies Act, 2013 and the rules made thereunder.

The policy is applicable to Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the company.

The objective of the policy is to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors and persons who may be appointed in Senior Management and Key Managerial Personnel, determination of their remuneration and evaluation of their performance in order to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons, to create competitive advantage and to have a framework for having a diversified Board. And further have plans for orderly succession for appointments to the Board and to Senior Management.

The Nomination and Remuneration Committee ("the Committee") shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and recommend to the Board for his / her appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned person.

The Company shall appoint or re-appoint any person as its Executive Director for a period not exceeding 5 years at a time and no re-appointment shall be made earlier than one year before the expiry of the term.

The Independent Director shall hold office for 5 years and subject to the applicable provisions, the Independent Director may be reappointed for a second term of 5 years. Further, after expiry of three years on ceasing to be an Independent Director, they shall be eligible for re-appointment provided he meets the statutory requirements for such appointment.

The Board has the powers to remove a director before expiry of the term for any disqualification mentioned in the act, rule or regulation. The Committee may recommend to the Board with reasons recorded in writing, for removal of a Director, KMP or Senior Management Personnel subject to compliance of the applicable provisions of the Act, rules and regulations.

The remuneration / compensation / commission / sitting fee/ etc. including its revision to the Executive and Non-Executive Directors will be determined by the Committee and recommended to the Board of Directors subject to the approval of the shareholders and central government, wherever required.

Remuneration of other KMP or Senior Management Personnel, in any form, shall be as per the policy of the Company based on the grade structure in the Company or as recommended by the Committee and approved by the Board of Directors.

Composition of the Nomination & Remuneration Committee and Board of Directors and the Terms and conditions on maximum number of directorship, number of meetings, committee membership and evaluation, etc. shall be as per the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The company believes that appropriate diversity of membership on the Board of Directors of the Company ("the Board") will enable the Company to more effectively realise its vision.

The Composition of the Board shall consist of:

- The Board of the Company may be consciously be drawn in a manner with enough representation from manufacturing, legal, finance, general administration, Human resource, automobile sector and such other fields as may deemed necessary to have a diversified Board.
- Individuals having requisite skills/ expertise / competencies for the effective functioning of the Board and the Company
- Individuals having requisite qualifications, stature, experience and age based on the retirement age of the Directors. For executive directors as may be determined by the Board of Directors, 70 years in case of non-executive directors and 75 years in case of independent directors.

- Appropriate mix of varied cultural, geographical background and gender diversity

The Board and Nomination & Remuneration Committee may lay down such other provisions as may be required for this purpose.

For orderly succession for appointments to the Board and to Senior Management, the Board while approving the Directors Report / such other circumstances wherein Directors feel that, a vacancy is likely to be created, the Board shall take immediately steps for filling such vacancy.

Further, the Board should anticipate the vacancy creation which may be for various reasons like age, death, resignation, superannuation, termination, term of appointment coming to an end, during notice period of resignation, chronic disease, deteriorating health condition, etc. and take immediate steps for filling such vacancy. For this purpose, the appropriate information has to be placed before the Board of Directors through the Managing Director by the HR Department. The Board should ensure that, the Company runs smoothly during the transition period.

## **POLICY REVIEW & AMENDMENT**

This Policy is framed based on the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 / Companies Act, 2013 and other applicable provisions.

In case of any provision(s) of this policy is inconsistent with any law, the provisions of such law will be applicable to such extent.

This Policy shall be reviewed as per the statutory requirements. Any changes or modification in the Policy would be approved by the Board of Directors and the decision of the Board in this respect shall be final and binding.

In case of any subsequent changes in the laws, which make any of the provisions in the Policy inconsistent with the laws, then the provisions of the such law would prevail over the Policy to that extent and the policy shall be deemed to be modified to such extent and remaining portion of the policy will continue to apply. The provisions in the Policy would be modified in due course to make it consistent with law.

The Company reserves its right to amend or modify this policy in whole or part, at any time without assigning any reason whatsoever.