

NUECLEAR HEALTHCARE LIMITED
NOMINATION AND REMUNERATION POLICY

1. PREFACE

In terms of the requirement stated under section 178 Companies Act, 2013 read with related rules issued thereon as amended from time to time, Nueclear Healthcare Limited (the “Company”) has formulated a policy document namely “Nomination & Remuneration Policy” which will deal with the remuneration of the Directors and Key Managerial Personnel’s (“KMP’s”) of the Company.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:

- 2.1 “Act” means the Companies Act, 2013 and Rules framed thereunder as amended from time to time.
- 2.2 “Board of Directors” or “Board” means in relation to the Company, means the collective body of the Directors of the Company.
- 2.3 “Committee” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
- 2.4 ‘Key Managerial Personnel’s (KMP)’ means:
 - a. Chief Executive Officer and / or Managing Director
 - b. Whole- time Director
 - c. Chief Financial Officer
 - d. Company Secretary
 - e. Such other officer as may be prescribed

3. OBJECTIVE

- 3.1 To guide and recommend to the Board in relation to appointment and removal of Directors and KMPs.
- 3.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board the remuneration of Directors, KMPs and other employees involving 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 Policy to maintain a clear relationship of remuneration to performance and meet appropriate benchmarks.
- 1.3 The Policy to ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- 3.4 To carry out evaluation of every Director’s performance.

4. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of Nueclear Healthcare Limited (“the Company”) constituted a Board level sub-committee to be called “Nomination and Remuneration Committee” consisting of Four (4)

Non-Executive Directors of which Two (2) are Independent Directors in terms of the provisions of Section 178 of the Companies Act, 2013 to perform, inter alia, the following functions:

- a. To decide the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b. To determine relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c. remuneration to directors, key managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals:

Terms and references of Committee will be in accordance with section 178 and rules made thereunder'

5. APPOINTMENT AND REMOVAL OF DIRECTORS AND KMPs

5.1 The Committee shall identify Personnel's who are qualified to become Directors and shall recommend to the Board their appointment.

5.2 Essential specifications for appointment of Directors and KMPs:

- Assessing the appointee against a range of criteria which includes but not limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- Assessing the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- Assessing the skills and experience that the appointee brings to the role of KMPs and how an appointee will enhance the skill sets and experience of the Board as a whole;
- Assessing the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

5.3 Personnel Specifications for appointment as Directors and KMPs:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization; Excellent Inter-personnel, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, Personnel integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;

5.4 Appointment of Independent Directors is subject to compliance of provisions of Section 149 of the Companies Act 2013 read with rules thereunder.

5.5 The Company shall not appoint or continue the employment of any Personnel as Whole-time Director who has attained the age of seventy years. Provided that the term of the Personnel holding this position may be extended beyond the age of seventy years with the approval of Members by passing a special resolution based on the explanatory statement to be annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

5.6 The Committee may recommend to the Board with reasons recorded in writing, removal of a Directors and KMPs subject to the requirement of provisions of the Act.

6. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSONNEL AND KMP

6.1 The remuneration / compensation / commission etc. to Managerial Personnel and KMP will be determined by the Committee and recommended to the Board for approval.

6.2 The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the Members of the Company and Central Government, wherever required.

6.3 The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

6.4 Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Members in the case of Managerial Personnel.

7. LETTER OF APPOINTMENT

Each Director/KMPs is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

8. DISCLOSURE'S

The policy and evaluation criteria shall be disclosed in the Board Report of the Company.

9. AMENDMENTS

This Policy shall be reviewed from time to time to ensure it meets the requirements of legislation and the needs of organization.