



BAJAJ ELECTRICALS LIMITED

CIN: L31500MH1938PLC009887

Registered Office: 45/47, Veer Nariman Road, Mumbai - 400 001

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Website: www.bajajelectricals.com

REMUNERATION POLICY

1. Criteria for Determining Qualifications, Positive Attributes & Independence of Director

(i) **Qualifications of Independent Director:-**

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

(ii) **Positive attributes of Independent Directors:-**

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

(iii) **Independence of Independent Directors:-**

An Independent director should meet the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning independence of directors.

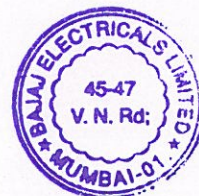
2. Remuneration Policy for Directors, Key Managerial Personnel and other employees

(i) **NON-EXECUTIVE DIRECTORS (NEDs)**

NEDs shall be paid a sitting fee of Rs. 100,000/- for every meeting of the Board and Audit Committee meetings; and Rs.50,000/- for other Committee meetings attended by them as member.

NEDs shall be paid commission upto an aggregate amount not exceeding 1 % of the net profits of the company for the year. The payment of commission shall be based on their attendance at the board and the committee meetings as member.

No stock options shall be granted and no payment by way of bonus, pension, incentives etc. shall be made to NEDs.



(ii) **MANAGING DIRECTOR, EXECUTIVE DIRECTOR & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES**

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent.

(a) **Managing Director / Executive Director / Whole Time Director**

The Remuneration to Managing Director/ Executive Director / Whole Time Director shall take into account the Company's overall performance, their contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(b) **Other Employees**

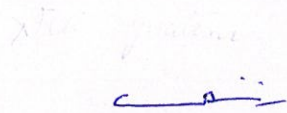
The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

(iii) **EMPLOYEE STOCK OPTIONS**

As permissible under the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 (as re-enacted), the eligible permanent employees or directors (other than promoter directors and independent directors) of the Company shall be eligible for Stock Options pursuant to Employee Stock Option Scheme of the Company.

The above criteria and policy are subject to review by the Nomination & Remuneration committee and the Board of Directors of the Company.

Place: Mumbai
Date: 22 May 2019


Shekhar Bajaj
Chairman & Managing Director

