

WEST COAST PAPER MILLS LIMITED

NOMINATION AND REMUNERATION POLICY

Preamble

Pursuant to provisions of section 178 (3) of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

Objectives of the Policy

Under section 178(4) of the Companies Act ,objectives of the policy are:

- 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.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to directors ,key managerial personnel and senior management involves a balance between fixed and variable/incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the company and its goals.

Nomination and Remuneration Committee

The Committee shall:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board, appointment and removal of Director and KMP.

Policy for Directors

- 1. Appointment of Executive Chairman/Managing Director/ Chief Executive Officer/Joint Managing Director/Executive Director/ Whole-time Director**

The Company shall appoint or re-appoint any person as its Executive Chairman/ MD /CEO/JMD/ED/WTD for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Remuneration to Executive Chairman/Managing Director/Chief Executive Officer/Joint Managing Director/Executive Director/Whole-time Director

Remuneration:

The Executive Chairman/MD/CEO/JMD/ED/WTD shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration in accordance with the applicable provisions of the Companies Act 2013 and if it is not able to comply with such provisions, with the previous approval of Shareholders and or the Central Government wherever required.

Provisions for excess remuneration:

If any Executive Chairman/MD/CEO/JMD/ED/WTD draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Independent Director

In accordance with the Companies Act, 2013 and applicable regulation of the SEBI (LODR)Regulations, 2015 an independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

No independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after 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.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies

as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

4. Remuneration to Non-Executive / Independent Director

The Non-Executive / Independent Director may receive remuneration by way of **sitting fees** for attending meetings of Board or Committee thereof in terms of applicable provisions of the Companies Act, 2013.

Key Managerial Personnel(KMP)

Appointment and Remuneration of KMP will be recommended by the Committee on the basis of qualification, experience and exposure in the prescribed fields and approved by the Board. Annual increment to the existing remuneration package will be approved by the committee.

Removal of KMP will be done through a resolution passed by the Board of Directors of the company. Appointment/Removal will be in accordance with provisions of the Companies Act,2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015.

Senior Management Personnel/Executives

Senior Management Personnel will be appointed by the Chairman & Managing Director and/or Joint Managing Director and/or Executive Director of the Company based on their qualification, experience and exposure in their prescribed fields.

Removal of Senior Management Personnel will also be by the Chairman & Managing Director and/or Joint Managing Director and/or Executive Director of the Company and appointment and removal of Senior Management Personnel will be noted by the Board of Directors of the Company.

Disclosure

Policy will be disseminated on the company's website and reference drawn thereto in the Annual Report.

Responsibility and Review

This Policy can be amended, modified or revised by the Committee and approved by the Board of Directors of the Company from time to time if any changes come in the provisions of the Companies Act and SEBI(LODR) Regulations, 2015

The policy is approved by the Board of Directors on 19.05.2023 and valid for five years from immediate effect.