

Remuneration Policy of Sadbhav Engineering Ltd.

(Approved by Board of Directors at their meeting held on August 11, 2014)

Purpose

The primary objective of the Policy is to provide a framework and set standards for the remuneration of the Directors, Key Managerial Personnel and other employees including Senior Management Personnel.

Applicability

This Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Sadbhav Engineering Limited (the "Company").

Definition

"Key Managerial Personnel (KMP) means—

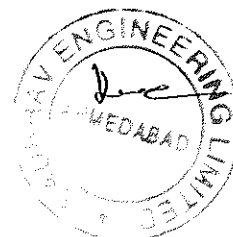
- (i) Chairman & Managing Director;
- (ii) Company Secretary,
- (iii) Whole-time Director;
- (iv) Chief Financial Officer; and
- (v) Such other Officer as may be prescribed.

"Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are the functional heads of the departments/divisions/branches of the Company.

This Policy is in compliance with Section 178 of the Companies Act, 2013 and Clause 49 under the Listing Agreement.

Remuneration of Directors, Key Managerial Personnel and Senior Management

1. Nomination and Remuneration Committee has empowered the Managing Director of the Company to frame the remuneration policy for Directors, Key Managerial Personnel and other employees including Senior Management Personnel on yearly basis.
2. While formulating Policy, Managing Director of the Company shall ensure that :
 - a. 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. 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



3. The Directors and Key Management Personnel shall be remunerated pursuant to the provisions of the Section 196 and 197 read with Schedule V of Companies Act, 2013.
4. Other senior official's salary shall be based and determined having regard to their experience, responsibilities, performance and initiative taking abilities.

Amendment:

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy as and when required as deemed fit. Any or all provisions of the Remuneration Policy would be subject to revision /amendment in accordance with the Regulations on the subject as may be issued from relevant statutory authorities, from time to time.

