



IGL SPIRITS LIMITED
(CIN: U11011UT2024PLC018229)
'Nomination, Remuneration and Evaluation Policy'

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP"), the Senior Management Personnel and Other Employees of IGL Spirits Limited (the "Company").

1. DEFINITIONS & INTERPRETATIONS

I. Definitions

The term "Key Managerial Personnel" ("KMP") means:

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the Whole-time Director;
- (iv) the Chief Financial Officer
- (v) such other officer, not more than one level below the directors who is in whole- time employment, designated as key managerial personnel by the Board; and
- (vi) such other officer as may be prescribed

The term "Senior Management Personnel" means officer/personnel of the Company who are members of its core management team, excluding the Board, comprising all members of management one level below the CEO/MD/WTD including the functional heads, persons identified and designated as key managerial personnel, other than the Board of Directors, by the listed entity.

The term "Other Employees" means, all the employees other than the Directors, KMP and the Senior Management Personnel.

This Policy is in compliance with the provisions of the Companies Act, 2013 (the "Act") read along with the applicable rules thereto and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any subsequent amendments thereto.

II. Interpretations

In this document, unless the contrary intention appears:

- a. The singular includes the plural and vice versa;
- b. Any word or expression importing the masculine, feminine or neuter genders only, shall be taken to include all three genders;



- c. Terms that have not been defined in this Code shall have the same meaning assigned to them in the Act, SEBI Listing Regulations from time to time. and/or any other SEBI Regulation(s) as amended from time to time.

2. PURPOSE

The primary objective of the Policy is to provide a framework and set standards for the nomination and remuneration of the Directors, KMP, Senior Management Personnel and Other Employees and evaluation of Directors. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMP and Senior Management Personnel.

3. ACCOUNTABILITIES

- 3.1 The Board is ultimately responsible for the appointment of Directors, KMP and Senior Management Personnel.
- 3.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the Senior Management Personnel of the Company to the Nomination and Remuneration Committee ("NRC") which makes recommendations and nominations to the Board.

4. NOMINATION AND REMUNERATION COMMITTEE ("NRC")

The NRC is inter-alia, responsible for:

- 4.1 formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, KMP, Senior Management Personnel and Other Employees;
- 4.2 For every appointment of an Independent Director, NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, NRC may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- 4.3 identifying persons who are qualified to become directors and who may be appointed as the KMP or in the Senior Management Personnel of the Company



in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;

- 4.4 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- 4.5 making recommendations to the Board on the remuneration payable to the Directors/ KMP/Senior Management Personnel;
- 4.6 Formulation of criteria/manner for evaluation of performance of Board of Directors, its Committees, individual directors including independent directors;
- 4.7 assessing the independence of independent directors;
- 4.8 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the applicable laws and their service contract;
- 4.9 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 4.10 to devise a policy on Board diversity;
- 4.11 to develop a succession plan for the Board and to regularly review the plan.
- 4.12 Such other key issues/matters as may be referred/delegated by the Board or as may be necessary in view of the SEBI Listing Regulations and provisions of the Act and Rules thereunder and any subsequent amendments thereto;

NRC comprises of the followings:

- a) NRC shall consist of a minimum 3 non-executive directors, two-thirds of them being independent.
- b) Two (2) members or one third (1/3rd) of the members of NRC, whichever is greater, including at least one (1) Independent Director in attendance, shall constitute a quorum for NRC meeting.
- c) Membership of NRC shall be disclosed in the Annual Report.
- d) Term of NRC shall be continued unless terminated by the Board of Directors.
- e) NRC shall meet at least once in a year or as may be specified under the applicable laws.



CHAIRMAN

- a) Chairman of NRC shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of NRC but shall not be a Chairman of NRC.
- c) In the absence of the Chairman, the members of NRC present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of NRC meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

NRC MEMBERS' INTERESTS

- a) A member of NRC is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) NRC may invite such executives, as it considers appropriate, to be present at the meetings of NRC.

VOTING

- a) Matters arising for determination at NRC meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed decision of NRC.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

5. APPOINTMENT AND REMOVAL OF DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

5.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP and Senior Management Personnel are the basis for NRC to select a candidate for appointment to the Board/KMP/Senior Management Personnel. When recommending a candidate for appointment, NRC has regard to:

- assessing the appointee against a range of criteria which includes but not be 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;
- 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;



- the skills and experience that the appointee brings to the role of KMP/Senior Management Personnel and how an appointee will enhance the skill sets and experience of the Board as a whole;
- 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 judgement;
- in addition to the qualifications and attributes specified herein, the prospective Independent Director should meet the criteria of independence provided in the Act and the requirements of Schedule IV and the SEBI Listing Regulations.

5.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

For details of the personal specifications refer to the Annexure.

5.3 NRC may recommend to the Board with reasons recorded in writing, removal of Director, KMP or Senior Management Personnel subject to the provisions and compliances of the applicable Act, rules, regulations, if any.

6. LETTERS OF APPOINTMENT

Each Director/KMP/Senior Management Personnel/Other Employee is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

7. REMUNERATION OF DIRECTORS, KMP, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP, Senior Management Personnel and Other Employees.

The remuneration of the Directors, KMP, Senior Management Personnel and Other Employees shall be based and determined on the individual person's responsibilities



and performance and in accordance with the limits as prescribed statutorily, if any and the Human Resource policy of the Company.

NRC determines individual remuneration packages for Directors, KMP and Senior Management Personnel of the Company at the time of their appointment/re-appointment taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines and the Human Resource policy of the Company. NRC may consult with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman and Executive recommended by NRC to the Board of the Company.

(i) Components of Remuneration:

a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

NRC may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by NRC, based on performance against pre-determined financial and non financial metrics.

(ii) Statutory Requirements:

- Section 197(5) of the Act provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and NRC meetings or for any other as may be decided by the Board.
- Section 197(1) of the Act provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
- The Company with the approval of the Shareholders, Central Government and/or such other authorities, if required may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V of the Act.



- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its any one Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.
- The Company may pay remuneration to its directors, other than Managing Director and 6 Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Act.

7.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or NRC thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

7.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

7.3 The remuneration payable to the Directors KMP and the Senior Management Personnel at the time of their appointment shall be as may be decided by the Board on the recommendation of NRC having regard to inter-alia, their experience, leadership abilities, initiative taking abilities and knowledge base.

7.4 The remuneration payable to the Other employees shall be in the manner as may be decided by the Chairman and Managing Director of the Company.

7.5 Appraisals and increment:

7.5.1 Increment to the Executive Directors shall be approved by the Board on the recommendation of NRC, based on the performance of the individual, business and the Company and the prevalent levels of remuneration in the industry and as per the applicable rules/regulations.

7.5.2 Appraisal and increment of the Senior Management Personnel shall be approved by the Board on the recommendation of NRC and for Other Employees will be decided by the Chairman and Managing Director based on the performance of the individual against the Key performance areas laid down by the Company, performance of the business function handled by the individual and the Company.

Simultaneously, other requisite approvals including of the shareholders' shall be obtained wherever required.



8. EVALUATION/ ASSESSMENT OF DIRECTORS OF THE COMPANY

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis and to satisfy the requirements of the Act and the SEBI Listing Regulations. The following criteria may assist in determining how effective the performances of the Directors/Board/Committees have been:

- Leadership and stewardship abilities;
- contributing to clearly define corporate objectives and plans;
- Communication of expectations & concerns clearly with subordinates;
- obtain adequate, relevant and timely information from external sources;
- review and approval achievement of strategic and operational plans, objectives, budgets;
- regular monitoring of corporate results against projections;
- identify, monitor and mitigate significant corporate risks;
- assess policies, structures and procedures;
- review management's succession plan;
- effective meetings;
- assuring appropriate Board size, composition, independence, structure;
- clearly defining roles and monitoring activities of committees;
- review of corporation's ethical conduct;

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors including Chairperson and the Board as a whole in a separate meeting of the Independent Directors.

The Board will evaluate/assess each of the Independent Directors on the aforesaid parameters which shall include (i) performance of such directors, and (ii) fulfillment of the independence criteria as specified in the SEBI Listing Regulations and their independence from the management. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

NRC will evaluate the performance of all Directors and shall review implementation and monitoring of the above manner of Performance Evaluation and compliance as and when required.

The Board will also carry out the Performance Evaluation of its Committees, individual Directors and Board as a whole.



9. DISCLOSURE

The Company shall disclose this policy on its website and the contents thereof shall be provided in the Company's Annual Report as may be statutorily required.

10. ADMINISTRATION AND REVIEW OF THE POLICY

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard.

The Board, upon recommendation of NRC, shall review and amend this policy, at such intervals as NRC/Board deems appropriate. Any clarification on this policy may be addressed to the Company Secretary of the Company.

This policy was adopted on 8th September, 2026