

Sundaram Alternate Assets Limited – Remuneration Policy

I Policy on directors' appointment including criteria for determining qualifications and positive attributes

a. *Directors*: Section 164 of the Companies Act, 2013 states disqualifications for appointment of any person to become Director of any Company. Any person who in the opinion of the Board is not disqualified to become a Director, and in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.

b. *Positive Attribute*: A Director of the Company shall be a person of integrity and shall possess the ability, relevant expertise, experience and qualifications required to effectively discharge his/her duties as a Director.

II Remuneration Policy

A. Executive and Non-Executive Directors

The Managing Director / Chief Executive Officer / Whole-time Director is appointed by the shareholders at a General Meeting. The terms and conditions of the appointment are approved by the members at a general meeting. The remuneration shall be in accordance with the provisions of the Companies Act, 2013.

Sitting Fees for attendance at each meeting of the Board, sub-committees of the Board shall be paid to each member of the Board / Committee (excluding whole-time director) within the limits prescribed under the Companies Act, 2013. The Company shall also reimburse expenses to Directors attending meetings held at the office situated in a place other than the one in which the Directors reside.

The Non-Whole Time Directors of the Company shall be compensated in the form of commission or monthly remuneration or partly by one way and partly by the other in terms of the provisions of the Companies Act, 2013. The remuneration by way of commission to the non-executive directors shall be decided by the Board of Directors within the limits prescribed under the Act.

B. Key Managerial Personnel

The following executives/ officers are the Key Managerial Personnel of the company

- i. Principal Officer
- ii. Secretary and Compliance Officer
- iii. Chief Financial Officer

The remuneration of the Key Managerial Personnel of the Company, other than Managing Director / Chief Executive Officer / Whole-time Director, shall be reviewed and recommended by the Nomination and Remuneration Committee, based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macro-economic review on remuneration packages of heads of other organisations, etc. The Company would pay remuneration by way of salary, perquisites and allowances (fixed component), performance bonus (variable components) to its KMP. Annual increase in remuneration of the key personnel shall be decided by the Nomination and Remuneration Committee within the salary scale approved by the Members and shall be effective from April 1, every year.

C. Other employees

The remuneration to other employees would mainly comprise basic remuneration, perquisites, allowances and performance Bonus. The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by them, their individual performances, etc. The annual variable pay of other employees is linked to the Company's performance in general and their individual performance for the relevant year which is measured against a review of specific performance areas that are closely aligned to the Company's objectives.