



## Zydus Wellness Limited

### Nomination and Remuneration Policy

#### Policy versions

Sr. No.	Particulars	Board approval date	Effective from
1.	Initial adoption	May 15, 2014	May 15, 2014
2.	First revision	May 28, 2020	May 28, 2020
3.	Second revision	May 10, 2021	May 10, 2021
4.	Third revision	February 2, 2023	February 2, 2023
5.	Fourth revision	May 14, 2024	May 14, 2024

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**Preamble:**

The Board of Directors of Zydus Wellness Limited [**“Zydus Wellness”** or **“the Company”**] at its meeting held on February 7, 2013 formed a Remuneration Committee. The Committee was renamed as “Nomination and Remuneration Committee” (**“NRC Committee”**) with effect from May 15, 2014.

Based on the recommendation of the NRC Committee, the Nomination and Remuneration Policy (**“NRC Policy”**) was revised by the Board of Directors (**“Board”**) of the Company on May 28, 2020 and May 10, 2021.. As on date, the NRC Committee comprises of Four members out of which Three members are Independent Directors and one member is a Nominee Director.

**Objective and references:**

The NRC Policy will provide guidance and restrictions for the appointment and compensation of Directors, Key Managerial Personnel (**“KMP”**) and other Senior Management Personnel (which includes Chief Financial Officer and Company Secretary). For the purpose of NRC Policy, Senior Management, *inter alia*, includes the Chairman, the Managing Director, the Whole Time Director, the Chief Financial Officer and the Company Secretary.

The key objectives of the NRC Committee would be:

- i. To guide the Board in relation to appointment and removal of Directors, and Senior Management,
- ii. To evaluate the performance of the Board, its committee and individual Directors and provide necessary report to the Board in this regard and
- iii. To recommend to the Board on remuneration payable to the Directors, and Senior Management.

This policy has been framed in compliance of the provisions of section 178 of the Companies Act, 2013 and Rules made thereunder and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**).

***Definition:***

**A. Key Managerial Personnel:**

Key Managerial Personnel means –

- i. Chief Executive Office or the Managing Director or the Manager,
- ii. Whole Time Director,
- iii. Chief Financial Officer,
- iv. Company Secretary and
- 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.

**B. Senior Management :**

Senior Management shall mean –

officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer / Managing Director / Whole time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and Chief Financial Officer.

***Application of this Policy:***

Directors and Senior Management as may be decided by the Committee or Board of the Company, subject to the approval of shareholders in the General Meeting for their respective appointment, wherever applicable, and subject to the provisions of Companies Act, 2013 shall be remunerated in line with the service agreements.

***Constitution of the Nomination and Remuneration Committee:***

The Board at its meeting held on May 15, 2014 constituted the Nomination and Remuneration Committee. The following are the members of the Committee.

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<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Position</b>
1.	Mr. Kulin S. Lalbhai	Chairman
2.	Ms. Dharmishtaben N. Raval	Member
3.	Mr. Srivishnu R. Nandyala	Member
4.	Mr. Ashish P. Bhargava	Member

***Policy Custodian:***

Mr. Nandish P. Joshi, Compliance Officer of the Company shall be the Policy Custodian.

***Related Policies and Legislation:***

Code of Conduct and Ethics for Directors and Senior Management Personnel of the Company, as approved by the Board of Directors of the Company.

***Approving Authority:***

This policy has been approved by the Chairman, Nomination and Remuneration Committee and Board of Directors.

***General Policy Statement:***

This Policy is performance driven and is structured to motivate the Directors and the employees of the Company, recognize their merits and achievements and promote excellence in their performance. Individual performance pay is determined by Business or Functional Heads through annual appraisal process, jointly with HR Head. The Company endeavours to attract, retain, develop and motivate high performance employees which will ensure long term sustainability of the Company and create a competitive advantage.

***Role of the Nomination and Remuneration Committee:***

The Committee will perform based on the following:

- i. To identify the persons, who are qualified to become Directors of the Company or who may be appointed in Senior Management,
- ii. To recommend to the Board, appointment and removal of the Director[s] and formulation of criteria for evaluation of performance of independent directors and the board of directors,

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- iii. To formulate 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, key managerial personnel and other employees,
- iv. To review on annual basis the compensation to the Non-Executive Directors and Senior Management and recommend to the Board the remuneration and incentive payable to each of them,
- v. Ensure that level and composition of remuneration is reasonable and sufficient, its relationship with performance is clear and meets appropriate performance benchmarks,
- vi. To develop and review the succession plan for the Board.
- vii. Evaluation of 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.

***Membership, Chairman and Secretary:***

- i. The Committee shall consist of a minimum 3 Non-Executive Directors and atleast two third of them shall be Independent Directors,
- ii. The presence of minimum two members or one third of the members of of the Committee shall constitute a valid quorum,
- iii. The Chairman of the Committee shall always be an Independent Director,
- iv. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to be the Chairman for that meeting,
- v. The Company Secretary of the Company shall act as the Secretary to the Committee.

***Duties for Nominations:***

The duties of the Committee in relation to nomination matters include:

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- i. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness,
- ii. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions of Companies Act, 2013 and the Listing Regulations,
- iii. Determining the appropriate size, diversity and composition of the Board,
- iv. Selecting new Directors for appointment on the Board in a transparent manner,
- v. Reviewing succession of the Board and Senior Management on regular interval,
- vi. Reviewing the performance of the Board and Senior Management to achieve the Company's business goals.

***Duties for Remuneration:***

The duties of the Committee in relation to remuneration matters shall include:

- i. To ensure that the remuneration is reasonably and sufficiently paid in order to attract, retain and motivate the Board members, based on the performance of the Company and such other factors as the Committee shall deem appropriate,
- ii. To review and recommend the remuneration of Senior Management maintaining a balance between fixed and incentive pay based on the working of the Company,
- iii. To recommend to the Board, all remuneration, in whatever form, payable to senior management.

***Overall remuneration to the Directors:***

The overall remuneration to all Directors shall not exceed 11% of the net profits of the respective financial year and the remuneration and / or commission to the Executive and Non-Executive Directors shall be paid in

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accordance with the approval of the shareholders. The sitting fees to Non-Executive Directors shall not be part of the overall remuneration under this Para.

Pursuant to the amendment in section 197 and Schedule V of the Act, in case of loss or profits are inadequate in any financial year, the Company shall be entitled to make payment of remuneration to the Non-Executive Directors and Independent Directors within the limits prescribed under Schedule V of the Act, provided however, that such payment shall be subject to necessary approval from the shareholders.

***Expenses incurred for attending meetings:***

The Company shall make an arrangement and pay the amount towards hotel accommodation, air/other travel, any transportation cost, etc. for Directors, while attending any Board or Committee meeting. If any arrangement is made by the respective Director, the Company shall immediately reimburse the amount spent on submission of original bills, vouchers and receipts. The Company Secretary and Compliance Officer shall be authorised for incurring such expenditure or reimbursing the expenses, as the case may be.

***Payment of Sitting Fees to the Non-Executive Directors:***

The Company shall pay sitting fees to the Non-Executive Directors for attending Board and Committee Meetings. The Nomination and Remuneration Committee shall recommend to the Board any increase in the payment of sitting fees, within the permissible limits and subject to such approvals as may be required under the Companies Act, 2013 or the Listing Regulations.

***Payment of Remuneration to Executive Directors:***

The Company shall pay remuneration to Managing / Whole Time Directors as per their respective terms of appointment approved by the shareholders within the limits prescribed under the Companies Act, 2013. The Nomination and Remuneration Committee will recommend the remuneration payable to the Managing Director to the Board. At the end of tenure of appointment of any Independent Director and the Managing Director, the Committee will recommend to the Board the broad terms and conditions and remuneration payable to them, which will be subject to the provisions of applicable law and approval of shareholders at a General Meeting.

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The Board of Directors while approving the remuneration payable to the Executive / Non-Executive Directors shall consider the recommendations of the Nomination and Remuneration Committee.

*Minutes of the Committee Meetings:*

The Company Secretary shall record the proceedings of the meetings of the Committee and circulate the draft to the members of the Committee within 15 days. The minutes recorded in the minute book, shall be signed by the Chairman of the respective meeting or the Chairman of the next Committee Meeting.