

## **REMUNERATION POLICY OF RSC INTERNATIONAL POLICY**

The Remuneration policy applies to the Board of Directors (The" Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel of RSC INTERNATIONAL LIMITED (the "Company").

The Key Managerial Personnel ("KMP") means:

1. Chairman and Managing Director
2. Company Secretary.
3. Whole Time Director.
4. Chief Financial Officer and
5. Such other officer as may be prescribed.

The term "Senior Management Personnel" means to include all members other than directors and Key Managerial Personnel of the Company, who are functional heads of division / department /branches of the Company.

This policy is in compliance with Section 178 of Companies Act, 2013 read with Rules thereto and Clause 49 of the Listing Agreement.

### **PURPOSE:**

The Primary objective of this policy to provide a framework and set standards for the remuneration of Directors, KMP and Senior Management Personnel. The policy aims to attract, retain and motivate professionals in order to enable the Company to achieve strategic objectives and develop a strong performance based on the culture and competitive environment. This policy and compensation structure have been devised after taking into account all relevant factors and giving due regards to the interests of the shareholders and the financial and commercial health of the Company.

**BOARD TO DETERMINE REMUNERATION:**

The Board while determining the remuneration package for the Directors, KMP and Senior Management Personnel may take into account all or any of following factors:

- The requirement of the Company especially in terms of skill sets required, qualification of the person being considered and long term and short term goals of the Company.
- Interest of shareholders and financial and commercial health of the Company.
- Individual performance of the persons being considered.
- Performance of the Company.
- Remuneration package being offered by the Companies of comparable size in the same business as the Company.
- Remuneration offered by the Company at the same level of comparable size in other businesses.
- Other relevant factors as it deems fit.

**(I) Maximum Threshold Limit:**

As per the provisions of Section 197 (1) Companies Act, 2013, the total Managerial Remuneration payable by the Company to its Directors (including Managing Director, Whole Time Director) and its Manager in respect of a financial year shall not exceed 11% of net profit of the Company in relevant financial year, computed in the manner as prescribed under Section 198 of Companies Act, 2013. The Company with the approval of shareholders and the Central Government may authorize the payment of remuneration exceeding 11% of net profit of the Company, subject to the provisions of Schedule V.

The Company may with the approval of shareholders, authorize to pay remuneration up to 5% of net profit of the Company to any one of its Managing Director or Whole Time Director or Manager and 10% in case of more than one of such official.

The Company may pay remuneration to its Directors, other than Managing Director and Whole Time Director up to 1% of the net profit of the Company, if there is a Managing Director or Whole Time Director or Manager and 3% in any other case.

**(II) Mode of Payment:**

Remuneration payable to KMP and Senior Management Personnel may be a mix of (i) Fixed components such as salary, perquisites and allowances; and (ii) variable components including commission, based on individual performance and the Company's performance.

**(III) Sitting Fees:**

Non-Executive Directors of the Company may be entitled to Sitting Fees, as determined by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013. Sitting Fees shall not be less than the amount payable to other Directors.

Independent Directors are not entitled to any stock options.

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