



MANAGED
TRAINING
SERVICES

NIIT LEARNING SYSTEMS LIMITED

Nomination & Remuneration Policy

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1. PREAMBLE

This Nomination & Remuneration Policy (“NRC Policy”) has been framed in accordance with Section 178 of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

This has been adopted by the Board of Directors of the Company at its meeting held on May 24, 2023. This Policy shall be effective immediately.

2. OBJECTIVES OF THE POLICY

In terms of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of a listed company shall constitute a Nomination and Remuneration Committee (“Committee”). Further, the Committee is required to devise a Policy to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel, Senior Management Personnel and other employees. This Policy shall also act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

Objectives of the Policy are:

- I. to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed as Key Managerial Personnel and Senior Management Personnel.
- II. to ensure appropriate level and composition of remuneration to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management Personnel of the quality required to run the Company successfully.
- III. to ensure an optimum combination of executive, non-executive and independent directors in accordance with requirements of the Company, the Companies Act, 2013, Listing Regulations and other statutory requirement.
- IV. to ensure clear relationship of remuneration to performance and appropriate performance benchmarks.
- V. to ensure that the remuneration to Directors, Key Managerial Personnel and Senior Management Personnel, and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and achievement of its goals.
- VI. to formulate the criteria for evaluation of Independent Directors and the Board of Directors.
- VII. to formulate and review a list of core skills/expertise/competencies required in the context of the Company’s business and sector for it to function effectively and those actually available with the Board.

3. DEFINITIONS/ TERMS USED

- i) “**Act**” means the Companies Act 2013 as amended from time to time.
- ii) “**Board**” means the Board of Directors of the Company.
- iii) “**Company or NLSL**” means NIIT Learning Systems Limited.

- iv) **“Employees Stock Option”** means the stock options given to the directors (other than Promoter Directors/ independent Directors), officers or employees of the Company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for the shares of the Company at a future date at a pre-determined price.
- v) **“Executive Director”** means the Managing Director and Whole-time Directors of the Company.
- vi) **“Independent Director”** means a director referred to the Companies Act, 2013 read with Listing Regulations, as amended from time to time.
- vii) **“Key Managerial Personnel”** or **“KMP”** means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder. As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:
 - a) Managing Director or Chief Executive Officer or the Manager and in their absence a Whole-time Director;
 - b) Company Secretary; and
 - c) Chief Financial Officer
- viii) **“Listing Regulations”** or **“LODR”** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- ix) **“Non-Executive Director”** means the director other than the Executive Director and Independent Director.
- x) **“Senior Management Personnel”** or **“SMP”** for this purpose shall mean employees of the Company who are members of its core management team excluding Board of Directors. It would comprise all members of core management one level below Chief Executive Officer (CEO) / Managing Director/Whole Time Director/Manager (including CEO/ Manager who are not on the Board), including the Functional Heads, Chief Financial Officer and Company Secretary.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SMP

i. Appointment criteria and qualifications

- a) Subject to the applicable provisions of the Companies Act, 2013, the Listing Regulations, other applicable laws, if any, and NLSL Policy, the Nomination and Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his/her appointment.
- b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position, in addition to compliance of any other statutory criteria.
- c) The Company may appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years, subject to compliance of statutory requirements.

- d) The Company may appoint or continue the appointment of any person as non-executive director who has attained the age of seventy five years subject to compliance of statutory requirements.

ii. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- i) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each. Such Independent Director after completion of these two terms shall be eligible for appointment after expiry of three years (or such other period as may be provided) of ceasing to become an Independent Director; provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- ii) At the time of appointment of Independent Director it should be ensured that the total number of Boards on which such an Independent Director serves is restricted to :
 - (a) seven listed companies as an Independent Director; OR
 - (b) three listed companies as an Independent Director in case such a person is serving as a Whole-time Director of any listed company;
- iii) The Independent Director shall not be a non-independent director of another company on the board of which any non-independent director of the Company is an independent director;
- iv) No person shall be appointed as an alternate director for an independent director of the Company.
- iv) No independent director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the board of the Company, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director

c) Non-Executive Director:

Non-executive directors shall hold the office subject to retirement by rotation at the Annual general meeting in the manner as specified under relevant laws.

- d) The Board shall consider the performance evaluation of the Director(s) for the purpose of Director(s) re-appointment, Director(s) liable to retire by rotation and continuation of Independent Directors.

iii. Evaluation

The Committee shall formulate the criteria for evaluation of Independent Directors and the Board of Directors, and carry out evaluation of performance of every Director, KMP and SMP at regular intervals, but at least once a year.

iv. Removal

Due to reasons of disqualification mentioned in the Listing Regulations, Companies Act, 2013, rules made thereunder or under any other applicable laws, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing for removal of a Director, KMP and SMP subject to the provisions and compliance of the applicable laws, rules and regulations.

v. Retirement

The Directors shall retire as per the applicable provisions of the Companies Act, 2013, Listing Regulations and as per terms of appointment. All other KMP and SMP shall retire as per the prevailing policy of the Company. The Board will have the discretion to retain the Directors, KMP and SMP in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company.

5. CORE SKILL/EXPERTISE/COMPETENCIES FOR THE BOARD

The Committee shall formulate a list of core skills/expertise/competencies of the Board of Directors which is required in the context of the Company's business and sector for it to function effectively and recommend to the Board for approval. The Board shall review the requirement of core skills/expertise/competencies and those are actually available with the Board.

6. PROVISIONS RELATING TO REMUNERATION OF DIRECTORS, KMP AND SMP

1. The remuneration / compensation / profit-linked commission etc. to the Whole-time Director, Non-Executive Directors, Independent Directors, KMP and SMP will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the percentage / slabs / conditions laid down in the Act, Listing Regulations and shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
2. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Directors or Manager in accordance with the provisions of the Companies Act, 2013, Listing Regulations or any other applicable statutory provisions.
3. The CEO/ Human Resource Head (or equivalent designated official) shall make Annual presentation of the performance and compensation for KMP and SMP. The proposed compensation policy for these executives and other employees for the forthcoming year will also be presented. The Committee shall discuss the details and give its inputs to help the MD/CEO to finalise the policy for adoption by the Company.

4. Managing Director, CEO along with Human Resource Head (or equivalent designated official) shall constitute a Committee for reviewing the remuneration of all other employees.
5. Where any insurance is taken by the Company on behalf of its Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.
6. Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company. Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted Employee Stock Options.

7. REVIEW/ AMENDMENTS

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can, subject to applicable laws, review and amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

The Board may establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s) and circular(s) etc.

8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations / Act or any other statutory enactments, rules, the provisions of such Listing Regulations/ Act or statutory enactments, rules (as amended from time to time) shall prevail over this Policy. The provisions in the Policy would be modified in due course to make it consistent with statutory provisions/law.

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