

ANDREW YULE & COMPANY LIMITED

CRITERIA AND POLICY IN RELATION TO APPOINTMENT / QUALIFICATION / REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT / OTHER EMPLOYEES AND PERFORMANCE EVALUATION OF DIRECTORS / BOARD (PURSUANT TO THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS, 2015)

I. Policy for Qualifications, Appointment and Remuneration of the Directors, Key Managerial Personnel and Senior Management / other Employees

- i. Andrew Yule & Company limited (AYCL), being a Government Company, all the Directors and the Chairman & Managing Director (CMD) in the Company are appointed by Govt. of India. Hence, the existing system of appointment, qualifications, remuneration, attributes, diversity and independence of directors as prescribed by Govt. of India from time to time shall prevail.
- ii. The appointment and other matters in respect of the Key Managerial Personnel (who are not Directors) and Senior Management / other employees are governed by AYCL's Recruitment and Promotion Rules and other related manuals as approved by the Board of AYCL. Further, their remuneration is governed by guidelines issued by Department of Public Enterprises (DPE) from time to time. Hence, appointment/remuneration etc. of KMPs and Senior Management / other employees shall be made as per the AYCL's Recruitment and Promotion Rules, related manuals and DPE guidelines.

II. Performance Evaluation of Directors/Board

Ministry of Corporate Affairs, Govt. of India has given exemption u/s 178 of the Companies Act, 2013 to Govt. Companies from the provisions related to performance evaluation of Directors. As all the Directors and CMD of AYCL are appointed by the Govt. of India, the existing system of performance evaluation, if any, by the Govt. of India in respect of the Directors shall prevail.

III. Limitation

The policy shall be subject to any amendment in the Companies Act, 2013, SEBI Regulations and any other applicable laws / Dept. of Public Enterprises / Govt.'s guidelines.