

HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED

NOMINATION AND REMUNERATION POLICY

DOCUMENT NO	:	02/2025-26/Nomination and Remuneration Policy
DATE OF FIRST APPROVAL	:	7 February 2026
LAST AMENDED ON	:	-
CURRENT VERSION	:	Version 1
OWNER	:	Rohit Mishra, Chief Risk & Compliance Officer and Company Secretary

Approved by the Board during meeting held on 7 February 2026	:	<ol style="list-style-type: none">1. Shrai Manubhai Madhvani2. Kamlesh Manubhai Madhvani3. Kumar Krishnan4. Nitin Kishore Gadhia5. Geetha Gangadharan6. Justice Mukesh Shah
---	---	--

CONTENTS

1. INTRODUCTION	3
2. PURPOSE OF THE POLICY.....	3
3. CRITERIA FOR APPOINTMENT OF DIRECTORS	3
4. REMOVAL OF DIRECTORS	3
5. RETIREMENT OF DIRECTORS.....	4
6. REMUNERATION TO DIRECTORS, KMP OR SMP.....	4
7. EVALUATION OF PERFORMANCE	4
8. REVIEW AND FUTURE AMENDMENTS.....	5

1. INTRODUCTION

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) has been formulated in accordance with Section 178 of the Companies Act, 2013, as amended from time to time.

For the purpose of this policy, SMP shall include personnel of the company who are members of its core management team, excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads reporting to the executive Directors or the Board of Directors, as may be determined by the Board of Directors. For the purpose of clarity, the specimen organization structure is annexed to this policy, along with the positions highlighted, which are expected to be covered under the Nomination and Remuneration Committee.

2. PURPOSE OF THE POLICY

- To formulate the criteria for determining qualification, competencies, positive attributes and independence, for appointment of a Director, KMP or SMP (Executive/Non-Executive) and
- To lay out remuneration principles for Director, KMP or SMP linked to their effort, performance and achievement relating to the Company's goals.

3. CRITERIA FOR APPOINTMENT OF DIRECTORS

1. The 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.
2. A person to be appointed as Director, KMP or SMP should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
3. A person to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors/ areas relevant to the Company, ability to contribute to the Company's growth, complimentary skills in relation to the other Board members.
4. A Whole-time KMP of the Company shall not hold office in more than one Company, except at its subsidiary Company at the same time. However, a Whole-time KMP can be appointed as a Director in any Company, with the permission of the Board of Directors of the Company.

4. REMOVAL OF DIRECTORS

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

5. RETIREMENT OF DIRECTORS

The whole-time Directors, KMP or SMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion, to retain the Whole-time Directors, KMP or SMP, in the same position/remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

6. REMUNERATION TO DIRECTORS, KMP OR SMP

1. The remuneration/compensation/commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration/compensation structure, may be recommended by the Committee to the Board, which should be within the limits approved by the Shareholders, in the case of Managerial Personnel.
4. Where any insurance is taken by the Company, on behalf of its Managing Director, Chief Financial Officer, 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, provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to KMP and SMP

The policy on remuneration for KMP and SMP, will be governed as per the HR Policy of the Company and increment / incentives as may be applicable, will be paid accordingly.

Remuneration to Non-Executive / Independent Directors

1. Remuneration

The remuneration payable to each Non-Executive and Independent Directors is based on the remuneration structure, as determined by the Board and revised from time to time, depending on individual contribution, the Company's performance and the provisions of the Companies Act, 2013 and the rules made thereunder.

2. Stock options

The Independent Directors shall not be entitled to any stock option of the Company.

7. EVALUATION OF PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013, the Nomination and Remuneration Committee of the Board is required to carry out annual evaluation of Board, its committees and individual Directors. Further, the Independent Directors shall annually review the performance of Non-independent Directors, Chairperson and Board as a whole.

For annual performance evaluation of the Board as a whole, its Committee(s) and individual Directors including the Chairman of the Board, the Company shall formulate a questionnaire to assist in evaluation of the performance. The evaluation shall be based on the responses of the individual Directors/ Committee members on the structured questionnaire.

8. REVIEW AND FUTURE AMENDMENTS

The Board may, as and when required, amend the Nomination and Remuneration Policy.

Any subsequent notification, circular, guidelines or amendments under the Companies Act, 2013, and any other applicable laws, as may be issued from time to time shall be mutatis mutandis applicable without any further modification or amendment to this policy.