

ORIX Corporation India Ltd
(Formerly known as ORIX Auto Infrastructure Services Limited)
(CIN: U63032MH1995PLC086014)

NOMINATION AND REMUNERATION POLICY

Version 6.0

NOMINATION AND REMUNERATION POLICY

(I) Introduction:

In terms of the Section 178 and other applicable provisions of the Companies Act, 2013, as amended from time to time, this Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management Personnel (“SMP”), Senior Accounting Officer (“SAO”), Group Chief Compliance Officer (“CCO”), Head of Internal Audit and other employees has been formulated, approved and adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

(II) Policy Objective:

The Nomination and Remuneration Committee has developed this Policy keeping in view the following aspects:

(1) Appointment/Removal

- (a) To oversee the nomination process and lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive including Independent Director), KMP (as defined below) and Senior Accounting Officer (“SAO”) and lay down criteria for their appointment and removal.
- (b) To ensure that no conflict of interest exists for appointment of SMP at the time of their appointment and until end of their respective term of association with the Company.

(2) Compensation

- (a) To ensure remuneration to Directors, KMP, SMP, Group CCO and Head of Internal Audit reflects short and long-term performance objectives appropriate to the working of the company and its goals.
- (b) To ensure appropriate balance between Fixed Pay and Variable Pay of SMP and KMP, Group CCO and Head of Internal Audit.
- (c) To ensure that remuneration is commensurate to the trend in the industry, appointee’s qualification, experience, past performance, past remuneration, and any other relevant factors.
- (d) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (e) To consider and approve payment of remuneration to Directors, and KMP; (ii) increase in remuneration of KMP, SMP, Group CCO, Head of Internal Audit and approve payment of Variable Pay to Directors, KMP and SMP, Group CCO and Head of Internal Audit.
- (f) The compensation of KMPs and SMP shall be aligned effectively with prudent risk taking to ensure that:
 - (i) compensation is adjusted for all types of risks;
 - (ii) the compensation outcomes are symmetric with risk outcomes;

- (iii) compensation pay-outs are sensitive to the time horizon of the risks, and
- (iv) the mix of cash and other forms of compensation, if any are consistent with risk alignment.

(3) Performance Evaluation

To specify the manner for effective evaluation of performance of Board, its committees, and individual Directors to be carried out by the Nomination and Remuneration Committee and review its implementation and compliance.

(4) Applicable laws:

- (a) Remuneration of Director, KMP and SMP is in compliance with relevant provisions of the Companies Act, 2013.
- (b) Remuneration for all employees is in compliance with the relevant provisions of Payment of Wages Act, Minimum Wages Act, and such other relevant Labour Laws of the country as may be applicable to the Company from time to time.

(5) Definitions:

- (1) 'Act' means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- (2) 'Board' means Board of Directors of the Company.
- (3) 'Company' means ORIX Auto Infrastructure Services Limited which is the subsidiary of "ORIX Corporation / ORIX Corp".
- (4) 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- (5) 'Clawback' means a contractual agreement between an employee of the Company and the Company in which the employee agrees to return previously paid remuneration to the Company under circumstances as mentioned under Clause VII of Part C of this Policy.
- (6) 'Deferral' means deferment of a part of Variable Pay.
- (7) 'Directors' means Directors of the Company including Managing Director.
- (8) 'Key Managerial Personnel'("KMP") means
 - (a) Chief Executive Officer or the Managing Director or the Manager;
 - (b) Whole-time Director;
 - (c) Chief Financial Officer;
 - (d) Company Secretary;
 - (e) 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
 - (f) such other officer as may be prescribed in the Act

- (9) ‘Fixed Pay’ means all the fixed items of compensation, including the perquisites and contributions towards superannuation/retiral benefits, may be treated as part of fixed pay. All perquisites that are reimbursable may also be included in the fixed pay so long as there are monetary ceilings on these reimbursements.
- (10) ‘Nomination and Remuneration Policy’ or ‘Policy’ means this Policy.
- (11) ‘Risk Management Committee’ or ‘RMC’ means the Risk Management Committee of the Company as constituted or reconstituted by the Board.
- (12) ‘Senior Management Personnel’ (“SMP”) for the purpose of this Policy means employees of the company who are members of its core management team which is known as Executive Committee of Management (not being Committee formulated by Board of Directors) and excluding Board of Directors. It would comprise all members of management one level below the Managing Director, i.e. Business Heads and Functional Heads.
- (13) ‘Variable Pay’ means performance linked incentives and Long-term incentives, if any paid to KMP, SMP, Group CCO and Head -Internal Audit after the end of financial year for the said financial year depending on their performance and review thereof by Managing Director basis the criteria approved by the Committee.
- (14) ‘The Regulations’ means the applicable provisions of the Articles of Association, various corporate codes, Policy etc., as amended from time to time.

This Policy is divided into four parts:

Part – A covers the terms of reference of the Nomination and Remuneration Committee;

Part – B covers the appointment and removal of Directors, KMP, SMP and SAO;

Part – C covers remuneration and perquisites of Directors, KMP, SMP, SAO, Group CCO, Head of Internal Audit and other employees; and

Part – D covers General Provisions.

PART– A

Terms of Reference of the Committee

As per the requirements of the Act, the Board of Directors at its Meeting held on March 9, 2015 had constituted the Committee. The Board has also approved the Charter of the Committee including its terms of reference in accordance with the provisions of Act which is subject to review from time to time. The role of the Committee is to adhere to the terms of reference as approved by the Board of Directors and to carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable. The Committee shall perform such other functions as may be necessary or appropriate for the performance of its duties which inter- alia includes the following:

- (1) Reviewing the current Board composition, its governance framework and determine future requirements and making recommendations to the Board for approval.
- (2) Examining the qualification, knowledge, skill sets, positive attributes and experience of each Director and their effectiveness to the Board on a yearly basis.
- (3) Scrutinizing nominations for Independent/Non-Executive/Executive Directors with reference to their qualifications and experience and provide its recommendation to the Board for appointment/removal/filling of vacancies.
- (4) To recommend to the Board of Directors about remuneration of Directors including Managing Director and KMP. *To be pre-approved by ORIX Corporation prior to approaching Committee (Reference Clause 1.2, 3.3.2 & 3.3.3(a) of the AAM).*
- (5) To lay down criteria in relation to appointment and removal of Directors and KMP
- (6) To identify the persons who are qualified to become Directors and KMP and recommendation to the Board for their appointment and/or removal. *#To be pre-approved by ORIX Corporation prior to approaching Committee. (Reference Clause 1.1 & 3.3.4(a) of the AAM)*

#Directors and Chief Financial Officer (KMP), who signs of Annual Financial statement requires ORIX Corporation's prior approval.

- (7) To identify the persons who are qualified to become Senior Accounting Officer (SAO) *[who signs of sworn statement over Annual Financial Information]* for his/her appointment and/or removal.* *(Reference Clause 3.3.6 of the AAM)*

**To be pre-approved by ORIX Corporation*

- (8) To ensure that no conflict of interest exists for appointment of SMP and KMP at the time of their appointment and until end of their respective term of association with the Company.
- (9) To carry out evaluation of the performance of the Board of the Company, Committees of the Board and individual Directors of the Company
- (10) To carry out evaluation of KMP and SMP and approve increase in their remuneration and also to approve their elevation to next level depending on their performance. *(Reference Clause 3.3.3) of the AAM)*

**To be pre-approved by ORIX Corporation*

(11) To lay down criteria for payment of incentives to KMP, SMP, Group Chief Compliance Officer (CCO) and Head of Internal Audit and approve payment of incentives to them. (*Reference Clause 3.3.4 of the AAM*)

**To be pre-approved by ORIX Corporation*

(12) To approve for Deferral of Variable Pay and Clawback, as deemed fit, for KMP and SMP.

(13) To review recommendation of the Audit Committee on performance evaluation of the Group CCO and Head of Internal Audit of the Company and approve increase in his remuneration, payment of incentives and elevation to next level. (*Reference Clause 3.3.3 of the AAM*)

**To be pre-approved by ORIX Corporation*

(14) To formulate the Nomination and Remuneration Policy and recommend it to the Board of Directors for approval.

PART– B

Policy relating to Appointment and Removal of Director, KMP, SMP and SAO

The Committee will strive to ensure the continuance of a dynamic and forward-thinking Board and recommend to the Board qualified candidates for directorship.

(I) Appointment/Nomination criteria and qualification:

(1) Director and KMP:

- (a) **Criteria:** The Committee shall identify and ascertain the integrity, expertise and experience of the person for appointment as Director and KMP and recommend to the Board for his / her appointment. Appointment of Director and KMP (MD, CEO and CFO) has to be pre-approved by ORIX Corporation, before approaching the Committee

The Committee shall ensure that there is no conflict of interest in appointment of Directors and KMPs.¹

- (b) **Qualification:** A person should possess adequate qualification for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

(2) Senior Management Personnel:

The appointment of SMP (other than KMP and *Group CCO) shall be as per the authorization provided in the AAM. The appointment shall be based on the qualification, expertise, experience for the concerned position or level and ensuring no conflict of interest in his/her appointment as SMP.

* To be pre-approved by ORIX Corporation before approaching.

(3) Senior Accounting Officer:

The person qualified to become SAO shall be identified and appointed as per the authorization provided in the AAM. It shall be ensured that no conflict of interest exists at the time of his/her appointment and until the end of his/her term of association with the Company. The appointment of SAO has to be pre-approved by ORIX Corporation, before approaching the Committee.

(II) Term/Tenure:

(1) Managing Director/Whole-time Director:

- (a) The Company shall appoint or re-appoint any person as its, Managing Director or Whole-time 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.

¹ Note: In terms of Section 203 of the Companies Act, 2013, KMP of the Company (Managing Director, Chief Executive Officer and Chief Financial Officer) and that of its Subsidiary company i.e OLFS could be the same individuals.

- (b) To ensure that there exists no conflict of interest at the time of appointment or re-appointment and until end of his/her tenure of appointment.

(2) Independent Director:

- (a) Appointment:

Appointment of Independent Director shall have to be recommended by the Committee to the Board of Directors for seeking its approval, However, prior approval of ORIX Corporation shall be necessary before approaching Committee.

- (b) Term:

- (i) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment as per the criteria laid down by the Act and Regulations as amended from time to time.
- (ii) No Independent Director shall hold office for more than two consecutive terms of 5 years, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

- (c) Compliance with the criteria of Independence as prescribed under Section 149 of the Act and other applicable laws, if any including:

- (i) Commitment to abide by the Code for Independent Director(s) as prescribed under the Act.
- (ii) Person(s) proposed to be appointed as Independent Director(s) shall provide a declaration affirming compliance with the criteria of independence as set forth in the Act, Rules made thereunder and other application laws, if any.
- (iii) Existing Independent Directors on the Board of the Company shall provide signed declaration with respect to compliance with the criteria of Independence as set forth in the Act and other application laws, if any, on annual basis, confirming no impairment to the status of independence and there exists no conflict of interest at the time of his/her appointment and until end of tenure of appointment with the Company.
- (iv) The Committee shall scrutinize the declarations affirming compliance with the criteria of independence, as mentioned herein above, received from proposed / existing Independent Director(s).

(III) Performance Evaluation of the Board of the Company, Committees of the Board and Directors:

- (1) The Committee shall carry out evaluation of performance of the Board of the Company, Committees of Board and individual Directors of the Company at regular interval (yearly).
- (2) Performance Evaluation of Independent Directors shall be done by the entire Board of Directors as per the applicable provisions of the Act.

Note: In the above evaluation, the Directors who are subject to evaluation shall not participate.

(IV) Retirement:

The Director, KMP, SMP, SAO, Group CCO and Head-Internal Audit shall retire as per the applicable provisions of the Act or under the Regulations and the prevailing HR policy of the Company, as the case may be. The Board will have the discretion to retain the Director and KMP, in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to compliance of Regulations, if any, and prevailing HR Policy of the Company, as the case may be. Further, the Managing Director and local representative Director of ORIX Corporation, Japan, the holding company will have the discretion to retain the SMP in the same position/remuneration after attaining the retirement age.

(V) Removal:

Due to reasons for any disqualification mentioned in the Act or Regulations or breach of Company's prevailing HR policy of the Company or violations of Code of Conduct, the Director, KMP, SMP and SAO may be removed as per the procedure stated below:

(1) Director including External Director:

The Committee to recommend to the Board of Directors for removal of Director. However, prior approval of ORIX Corporation, shall have to be obtained before approaching the Committee.

(2) KMP:

The Committee to recommend to the Board of Directors for removal of KMP. However, for removal of KMP, prior approval of ORIX Corporation shall have to be obtained before approaching the Committee.

(3) SMP:

The decision on removal of the SMP other than KMP of the Company shall be as per the authorisation provided in the AAM.

(4) SAO

The Committee to approve the removal of SAO, however prior approval of ORIX Corporation shall be necessary prior to approaching Committee.

PART– C

Policy relating to the Remuneration for the Director, KMP, SMP, SAO, CCO, Head of Internal Audit and other employees

(I) Remuneration and payment of incentives to Managing Director/Whole Time Director:

(1) Fixed Pay:

The Managing Director/Whole-time Director shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

(2) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director(WTD)/ / Managing Director in accordance with the provisions of the Act, Schedule V of the Act and with the approval of the Central Government, if and to the extent required.

(3) Incentives:

Incentive of MD shall be determined by ORIX Corporation as per the contract executed by the Company with MD and shall be approved by the Committee.

(4) Other Provisions:

(a) The remuneration / compensation / commission etc. to the Whole-time Director, will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and also subject to the approval of Central Government, wherever required as per the law.

(b) The remuneration / compensation / commission etc. to the Managing Director, shall be as per the contract executed by the Managing Director with the Company. The terms and conditions of the appointment to be incorporated in the contract shall have to be reviewed by the Committee and recommend to the Board for seeking approval of shareholders which shall be subject to the approval of the Central Government, wherever required as per the law.

(c) The remuneration and commission to be paid to the Whole-time Director including Managing Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act, Regulations as amended from time to time, or as approved by the shareholders of the Company as deemed appropriate by the Committee.

(d) Increments to the existing remuneration / compensation structure of Whole-time Director, Managing Director shall be approved by the Committee or the Board, as the case may be.

(II) Insurance Premium

Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Managing Director, SMPs or KMPs 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.

The Company shall take Director and Officer Liability Insurance Policy on an annual basis.

(III) Remuneration to Non- Executive / Independent Director:

(1) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof as fixed by the Board of Directors from time to time and in line with the applicable provisions of the Act.

(2) Commission:

Commission may be paid within the monetary limit approved by the Board of Directors and shareholders, subject to the limit / slabs and conditions mentioned in the Regulations and as per the Act, as amended from time to time.

(IV) Performance Evaluation and Remuneration of KMP and SMP:

The performance evaluation of KMP (other than Managing Director/Whole Time Director) and SMP shall be done as per the prevailing Human Resource Policy and AAM of the Company based on the criteria approved by the Committee from time to time..

(V) Performance Evaluation and Remuneration of SAO:

The performance evaluation of Senior Accounting Officer (SAO) which includes promotion, payment of remuneration and incentives shall be done in line with the AAM of the Company

(VI) Performance Evaluation and Remuneration of Group CCO:

The performance evaluation of Group CCO shall be done as per the prevailing Human Resource Policy and AAM of the Company. The Committee to approve evaluation basis recommendation of Audit Committee.

(VII) Performance Evaluation and Remuneration of Head of Internal Audit:

The performance evaluation of Head of Internal Audit shall be done as per the prevailing Human Resource Policy. The Committee to approve evaluation basis recommendation of Audit Committee.

(VIII) Remuneration of KMP, SMP, Group CCO and Head-Internal Audit:

- (1) **Basis for remuneration:** The remuneration determined for the KMP, SMP, Group CCO and Head-Internal Audit shall be in line with the Company's philosophy, statutory requirements and industry practices to provide fair compensation to key-executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instil a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests.
- (2) **Internal Capital Adequacy Assessment Process:** The Committee may ensure that the remuneration levels are supported by the need to retain earnings of the Company and the need to maintain adequate capital based on Internal Capital Adequacy Assessment Process (ICAAP).
- (3) **RMC:** The Committee may work in close coordination with RMC to achieve effective alignment between compensation and risks.
- (4) **Compensation for Risk Control and Compliance Staff:** KMPs and SMPs engaged in financial control, risk management, compliance and internal audit may be compensated in a manner that is independent of the business areas they oversee and commensurate with their key role in the company. Accordingly, such personnel may have higher proportion of Fixed Pay and a reasonable proportion variable pay, so that Clawback provision can be exercised when warranted.
- (5) **Guaranteed bonus:** Guaranteed bonus may not be paid to the KMP and SMP. However, in the context of new hiring, joining/sign-on bonus could be considered. Such bonus will neither be considered part of Fixed Pay nor of Variable Pay.

(IX) Other important conditions:

- (1) **Deferral of Variable Pay:** With the approval of the Committee, upto 20% of total Variable Pay may be deferred for KMP and SMP. The Deferral period shall be (a) Minimum upto six months and maximum upto one year from the date of approval of Variable Pay or (b) the date of separation of employee from the Company, whichever is earlier.
- (2) **Variable Pay based on performance:** The Variable Pay can be reduced to zero based on performance at an individual, business-unit and company-wide level.
- (3) **Clawback arrangements:**
 - (a) The Clawback provisions may be invoked on the Variable Pay by the Committee if the SMP or KMP is found to be involved in any of the following situations (hereinafter referred to as 'Event'):
 - (i) Material breach of Code of Conduct of the Company.
 - (ii) Breach of Contract.
 - (iii) Wilful, reckless or grossly negligent conduct which is detrimental to the interest or reputation of the Company.
 - (iv) Misuse of official powers.
 - (v) Non-disclosure in case of conflict of interest.

Note:

- (1) The Clawback provision shall be applicable for Variable Pay payable for FY 23-24 and onwards. It shall not apply for any FYs prior to FY 23-24.
- (2) The Clawback provision shall be invoked only if KMP or SMP is found to be directly involved in breaching any one of the Events, as mentioned above and is also to be applicable for year in which such breach is caused by SMP or KMP. It is hereby clarified that employee in supervisory chain of concerned SMP or KMP has breached any of the Events without knowledge, direct involvement or connivance of SMP or KMP then clawback provision shall not be applicable for SMP or KMP.
- (3) If breach is caused during one FY or more than one financial year and is noticed subsequently then clawback shall be applicable for one year or more than one financial year, as the case may be, during which such breach was cause though identified later.

Example:

- (i) If breach is cause in FY 23-24 and is noticed or identified in FY 24-25 then Variable Pay of FY-23-24 (paid or payable) shall be claw backed.
- (ii) If breach is cause in FY 23-24 and is noticed or identified in FY 23-24 then Variable Pay of FY-23-24 shall not be paid.;
- (iii) If breach is cause in FY 23-24 and continued until FY 25-26 and is noticed or identified in FY 27-28 then Variable Pay of FY-23-24, FY 24-25 and FY 25-26 shall be claw backed, if paid.

(b) Principles of natural justice: In deciding the application of Clawback arrangement for Variable Pay, the Committee will follow due process and adhere to the principles of natural justice and proportionality. Further, in assessing the quantum of Clawback amount, the Committee will take into consideration all relevant factors, including *inter alia*, internal factors such as role and responsibilities of the employee, culpability, and proximity to the misconduct as well as any external factors, including but not restricted to a situation like COVID 19, that may have been beyond the control of the concerned employee. The Committee's decision shall be final and conclusive with regard to invocation of Clawback provisions including period for which the same shall be operative.

(X) Remuneration of other employees (other than KMP, SMP, Group CCO and Head of Internal Audit)

The Company considers it essential to incentivize the workforce to ensure adequate and reasonable compensation to the staff. The Human Resources Department shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations in their respective domain.

The various remuneration components, basic salary, allowances and perquisites may be combined to ensure an appropriate and balanced remuneration package.

The annual increments in the remuneration paid to employees shall be determined based on the annual appraisal carried out by SMP for their respective department basis of the role and position of the individual employee, achievement of performance in line with goals and targets set, professional experience, responsibility, job complexity and local market conditions in competitive environment as well as prevailing HR policy.

Post discussions with the SMP, the annual increment/incentives to be paid to such employees shall be approved in line with the HR Policy and Approval Authority Matrix of the Company as approved by the Board of Directors of the Company.

PART– D**General Provisions****(I) Frequency of Meetings:**

The meeting of the Committee shall be held at such regular intervals as may be required.

(II) Quorum of the Meetings:

Any two members or one-third of the members, whichever is higher, present at the meeting shall form a Quorum. At least one member shall compulsorily be the Director representing ORIX Corporation.

(III) Resolution / Decision:

Any matter placed before the Committee shall be decided by a resolution and in case of equality of votes in favour or against the resolution placed before the Committee, the Chairman of the Committee shall have casting vote.

(IV) Committee Members' Interests:

- (1) A member of the Committee is not entitled to participate in discussion or vote when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (2) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

(V) Minutes of Committee Meeting:

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

(VI) Amendment:

The Committee reserves its right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever. However, no such amendment or modification shall be binding unless the same is notified in writing.

In case any amendments, clarifications, circulars and guidelines, not being consistent with the provisions laid down under this Policy, then the provisions of such amendments, clarifications, circulars and the guidelines shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly effective from the date as laid down under such amendments, clarifications, circulars and guidelines.

Revision History

Revision date	Description	Revised by	Version #
March 26, 2015	Introduction	Jay Gandhi	1.0
May 19, 2015	Pursuant to decision of the Board in its meeting held on April 24, 2015	Jay Gandhi	2.0
March 25, 2022	Revision	Secretarial Team	3.0
March 31, 2023	Revision	Secretarial Department and HR Department	4.0
April 03, 2024	Revision	Secretarial Department and HR Department	5.0
January 27, 2026	Revision	Secretarial Department and HR Department	6.0