
Prozone Developers & Realtors Private Limited

(Formerly known as 'Classique Creators Private Limited' upto 22nd July 2016)

Regd. Office: 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road,
Andheri West, Mumbai 400053

(Corporate Identification no.: U70100MH2011PTC221037)

Remuneration Policy

Preamble

The Remuneration Policy of Prozone Developers & Realtors Private Limited (the "Company") is formulated in compliance with the requirement of provisions of section 178(3) of the Companies Act 2013.

The Remuneration Policy is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits.

This Remuneration Policy applies to Directors, Senior Management Personnel including its Key Managerial Personnel (KMP) of the Company.

Guiding principles

The guiding principle governing the Remuneration Policy is that the remuneration and other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Procedure for selection and appointment

1. Criteria for Board Members:

The Nomination and Remuneration Committee ("the Committee"), along with the Board, will review on an annual basis, appropriate skills, characteristics and experience required by the Board as a whole and its individual member. The objective is to have a Board with diverse

background and experience in business, government, academics, technology and in areas that are relevant for the company's operations.

In evaluating the sustainability of individual Board Members, the committees takes into account many factors including general understanding of the Company's business, social perspective, educational and professional background and personal achievements.

The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business. The Committee shall also identify suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board Member. Based on the recommendations of the Committee, the Board shall evaluate the candidates and decides on the selection the appropriate member.

Criteria for evaluation of performance of Independent Directors:

1. Knowledge and skills in accounting and finance, business judgement, general management practices, crisis response and management, industry knowledge, strategic planning etc.
2. Personal characteristics matching the Company's values, such as integrity, accountability, financial literacy, and high performance standards
3. Commitment to attend a minimum of 75% of meetings which will include the attendance through audio/video conferencing.
4. Ability and willingness to represent the Stakeholders' long and short term interests
5. Awareness of the Company's responsibilities to its customers, employees, suppliers, regulatory bodies, and the communities in which it operates
6. Responsibility towards following objectives being an Independent Director
 - i. Maintenance of independence and abstain himself from availing of benefits, directly or indirectly from the Company
 - ii. Accountability under the Directors' Responsibility Statement
 - iii. Overseeing the maintenance of Corporate Governance standards of the Company and ethical conduct of business

2. Criteria for Key Managerial and Senior Management Personnel:

- a. The Committee may conduct a wide ranging search for candidates for the positions of senior management personnel.
- b. The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the candidates shall be compiled as written documents.
- c. The committee may examine the qualifications of the candidates on the basis of the conditions for appointment of the employees.
- d. The Committee may carry out other follow up tasks based on the decisions and feedback from the Board of Directors, if any.

Criteria for evaluation of performance of KMPs and SMPs:

The Committee in consultation with Human Resource Department (HR Dept) of the Company may design a mechanism for performance evaluation of all employees including KMPs and SMPs. The evaluation mechanism shall be helpful to retain and encourage the potential, productive, committed and dedicated employees of the Company. Based on the outcome of evaluation process and potential of individual employee, management may decide the promotion and delegation of higher responsibilities to that employee along with appropriate hike in compensation of the employee.

The executive directors in eligible cases may recommend to the Committee promotion of an employee to the Senior Management including the appointment as a member of the Board of Directors of the Company.

Compensation structure

a. Compensation to non-executive directors including Independent Directors

The non-executive directors shall be eligible for remuneration by way of payment of sitting fees only for attending the meetings of the Board of Directors and its committees (as specifically decided by the Board). The amount of sitting fee shall be decided by the Board of Directors of the Company subject to the revisions from time to time within maximum permissible limit prescribed under the respective provisions of the Companies Act, 2013. Taking into account the financial positions of the Company, the Board of Directors shall be entitled to decide whether to reduce or waive the payment of sitting for a meeting or for a period specific or permanently until otherwise decided by the Board.

Besides sitting fees, non-executive directors shall also be entitled to reimbursement of expenses incurred by them for attending the meeting of Board of Directors and its committees.

All compensation, apart from sitting fees and reimbursement of expenses as stated above, if recommended by the Committee shall be fixed by the Board of Directors and shall require all necessary approvals, permissions and consents etc., as stipulated under the Companies Act, 2013 and any other laws as may be applicable.

b. Compensation to executive directors, key managerial personnel and senior management personnel

The remuneration of managing directors, whole-time directors and key management personnel are subjected to the approval of Board of Directors in compliance with the applicable provisions of the Companies Act 2013. The remuneration of the KMP and SMP after the appointment shall be informed to the Board of Directors and subsequent increment shall be decided by the

Executive Director(s) of the Company as per the HR policy of the Company. The executive directors shall not be eligible for payment of any sitting fees.

The Company shall formulate a credible and transparent framework in determining and accounting for the remuneration of the MD/ WTD/ KMPs and SMPs. Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards.

Disclosure of information

Information of the total remuneration of Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements, if any.

Application and amendment to the policy

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel of the Company.

The Board of Directors as per the recommendations of the Committee can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

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 be deemed to have been stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s) etc.

Dissemination

The Company's Remuneration Policy shall be published/ disclosed as per the requirement of the Companies Act 2013 and other applicable laws, if any.

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