

# Remuneration Policy

## 1.1 Introduction

This policy establishes principles that govern the remuneration of the directors, key managerial personnel and senior management of the Company.

The policy is subject to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, collectively referred to as “Regulations”. This Policy shall automatically stand modified to cover revision(s)/amendment(s) in Regulations from time to time.

The Nomination and Remuneration Committee of the Board shall have the authority to amend this Policy as needed in compliance with any future changes to the Regulations.

All the words and expressions used in this Policy, unless defined hereafter, shall have the same meaning respectively assigned to them under the Regulations.

## 1.2 The policy

1. The remuneration of the Board members, key managerial personnel and senior management of the Company shall be determined by the Nomination and Remuneration Committee of the Board considering the following factors:
  - a) The remuneration is competitive to attract, retain and motivate the required level of talent.
  - b) Remuneration includes fixed and variable compensation including monetary performance incentives and stock options reflecting short and long-term performance objectives appropriate to the role of the individual and the Company goals.
2. The remuneration of the Board Members and the terms of appointment of the Managing Director, Full Time Directors and Non-Executive Directors of the Company shall be in accordance with the provisions of the Regulations, and subject to the approval of shareholders of the Company in a General Meeting.
3. Criteria for payment of remuneration to the Independent Directors shall include a base remuneration plus incremental remuneration depending upon the committees of which they are members or chairpersons, and appointments on the Boards of material subsidiaries of the Company.
4. No remuneration shall be paid to the Non-Executive Non-Independent Directors of the Company.

5. No sitting fees shall be paid by the Company to the Directors for attending the meetings of the Board or Committee.
6. All expenses incurred in connection with attending the meetings and in connection with their responsibility as directors shall be reimbursed by the Company.
7. Remuneration by way of commission paid to the Non-Executive Independent Directors shall be determined periodically and reviewed based on the industry benchmarks.
8. The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay in compliance with the Company's Policy.

### **1.3 Disclosures**

This Policy is uploaded on the Company's website [www.oracle.com/financialservices](http://www.oracle.com/financialservices)

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