

Syngenta India Limited

## Nomination & Remuneration Policy

<b>DETAILS</b>	<b>OWNER</b>	<b>DATE</b>	<b>COMMENTS(if any)</b>
Approved by	Board Members	March 11, 2015	
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Revisions	Nil		

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**1. Purpose:**

The purpose of the Nomination & Remuneration policy is to establish the principles regarding the determination of remuneration for all Directors, key managerial personnel and employees of Syngenta India Ltd., (referred herein after “the Company” or “Syngenta”) in line with the company HR processes and in terms of the provisions of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and approved by the Board of Directors of the Company.

**2. Definitions:**

“Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“Board” means Board of Directors of the Company.

“Directors” mean Directors of the Company.

“Key Managerial Personnel” means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director (s);
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer(s) as may be prescribed.

“Senior Management” means the 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.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time, shall have the meaning respectively assigned to them therein.

**3. Constitution of Committee:**

The Board of Directors of the Company (the Board) constituted the committee to be known as “Nomination and Remuneration Committee” consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee shall be an Independent Director. However, the chairperson of the company (whether Executive or Non-Executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

**4. Population Covered:**

This policy shall be applicable to:

- a) Directors (Executive, Non-Executive and Independent)
- b) Key Managerial Personnel
- c) Senior Management Personnel

**5. Frequency / Trigger:**

The Nomination and Remuneration Committee may review and amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

**6. Description of the process:**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 3.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 3.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 3.3 Formulation of criteria for evaluation of Independent Director and the Board.
- 3.4 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 3.5 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 3.6 To ensure that level and composition of remuneration for Directors, Key Managerial Personnel and Senior Management Personnel is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- 3.7 To implement and monitor policies and processes regarding principles of corporate governance.

**7. Appointment, Retirement and Removal of Director(s), Key Managerial Personal and Senior Management Personal:**

**(a) Appointment Criteria and Qualifications**

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment; and
- (ii) The appointment, retirement and removal of Directors, KMP and Senior Management Personnel shall be done as per the Company's HR Policies and the Companies Act, 2013 as may be applicable from time to time.

**(b) Term / Tenure**

The term/tenure of the Directors/KMP and Senior Management Personnel shall be governed as per the Company's HR Policy/Rules and the Companies Act, 2013 and related Rules, as may be applicable from time to time.

**(c) Evaluation**

The Committee shall carry out evaluation of the performance of every Director, KMP and Senior Management Personnel at regular intervals (yearly). The performance evaluation shall be carried out as per Company's HR Policy and the criteria as may be decided by the NRC from time to time.

**8. Remuneration to Directors / KMP / Senior Management Personal:**

**(a) Remuneration to Managing Director / Whole-time Director(s), KMPs and Senior Management Personnel:**

The Remuneration to be paid to Managing Director, Whole-time Director(s), KMPs and Senior Management Personnel, shall be governed as per the Company's HR Compensation & Benefits Process, the term of employment contract executed with them and the provisions of the Companies Act, 2013, as may be applicable from time to time.

**(b) Remuneration to Non- Executive / Independent Director(s):**

The Non-Executive Director(s) and Independent Director(s) may receive profit related commission as may be decided by the Board and as per the provisions of Companies Act, 2013. The Non-Executive Director(s) and Independent Director(s) shall be paid sitting fees for attending the meetings of the Board and the Committees, as may be decided by the Board from time to time, subject to provisions of the Companies Act, 2013 and rules made there under.

**9. Directors and Officer's Insurance:**

Where any insurance is taken by the Company on behalf of its Directors, KMPs/Senior Management Personnel etc. 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.

**10. Accountability:**

This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee("NRC") and approved by the Board of Directors of the Company.

(As approved by the Board of Directors of Syngenta India Limited at its meeting held on 11<sup>th</sup> March, 2015)

For **Syngenta India Limited**

Sd/-

**Vinnakota Kaundinya Ramachandra**  
Independent Director

Place : Pune

Date : March 11, 2015