



REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Tata Investment Corporation Limited

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Document Change Control

Date	Version	Author [Name]	Reviewed By [Name]	Approval Date	Description
30-Nov-15	1.0	Manoj Kumar CV	--	01-Dec-15	Adoption of the Policy at the Board Meeting dated 01-Dec-15
10-Feb-25	1.1	Subhiksha Parakkal	Jamshed Patel	11-Feb-25	Annual review by Board of Directors in its meeting held on 11-Feb-25 – No Change

1. About the Company

Tata Investment Corporation Limited (TICL/Company) is a Systemically Important Non-Deposit Taking NBFC-ML and does not have public borrowings and it has no customer interface. TICL invests in equities, fixed income, preference shares and quasi-equity securities. The Company invests in both quoted and unquoted securities; and also has exposure to commercial papers, certificate of deposits, mutual funds, venture capital funds and fixed deposits.

2. Introduction to Policy Document

2.1. Purpose of the Policy

The philosophy for remuneration of Directors, Key Managerial Personnel (KMP) and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Policy is aligned to this philosophy. This Policy has been prepared pursuant to the provisions of the Companies Act, 2013 (Act) and Schedule II Part D(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

This Policy shall be read in conjunction with the **Compensation Policy for Key Managerial Personnel and Senior Management Staff** of the Company.

2.2. Review of Policy

This Policy will be reviewed and updated from time to time to ensure that it is current. All updates and revisions to the Policy will be approved by the Board of the Company or its delegated **Nomination and Remuneration Committee** (henceforth, the NRC). Any amendments to the Policy shall be recorded in in the “*Document Change Control*” section.

2.3. Disclosure

This Policy shall be disclosed on the website of the Company at <https://tatainvestment.com/>.

3. Criteria to be considered by NRC

While formulating this Policy, the NRC has considered the factors laid down under Section 178(4) of the Act, which are as under:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to Directors, KMPs and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

4. Remuneration for Independent Directors and Non-Independent Non-Executive Directors

- a) Independent Directors (IDs) and Non-Independent Non-Executive Directors (NEDs) may be paid sitting fees (for attending the meetings of the Board and of various Committees of which they may be member(s) and commission within regulatory limits.
- b) Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- c) Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).

- d) Overall remuneration should be reflective of size of the Company, complexity of the sector/industry/Company's operations and its capacity to pay the remuneration and overall remuneration practices should be consistent with recognized best practices.
- e) Quantum of sitting fees may be subject to review on a periodic basis, as required.
- f) The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company's performance, profits, return to investors, shareholder value creation, and any other significant qualitative parameters as may be decided by the Board.
- g) The NRC will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee meetings, individual contributions at the meetings and contributions made by Directors other than at meetings.
- h) In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a Director.

5. Remuneration for Managing Director (MD)/Executive Directors (ED)/Key Managerial Personnel/Other Employees

- a) The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence, remuneration should be market competitive, driven by the role played by the individual, reflective of size of the Company, complexity of the sector/industry/Company's operations and its capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- b) In terms of remuneration mix or composition:
 - i. The remuneration mix for the MD/EDs is as per the terms approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
 - ii. Basic/fixed salary is provided to all the employees to ensure that there is a steady income in line with their skills and experience.
 - iii. In addition to the basic/fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible.
 - iv. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through reimbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
- c) In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/EDs such remuneration by way of an annual incentive remuneration/performance-linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the NRC/Board. An indicative list of factors that may be considered for determination of the extent of this component are:
 - i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
 - ii. Industry benchmarks of remuneration,
 - iii. Performance of the individual.
- d) The Company also provides the rest of the employees' performance-linked bonus. The performance-linked bonus would be driven by the outcome of the individual performance appraisal process and the performance of the Company.

6. Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

- a) The services rendered are of a professional nature; and
- b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.
