



ASK INVESTMENT MANAGERS LIMITED

COMPENSATION POLICY

1. Introduction

In pursuance of the Company's policy to attract, motivate and retain manpower in a competitive market, and in terms of the provisions of the Companies Act, 2013, this Policy on Remuneration of Directors, Key Management Personnel ('KMP') and other employees has been put in place.

2. Philosophy

The compensation philosophy of the Company is to reward for performance and align long term interest of employee with the organization.

3. Applicability

This policy will be applicable to Directors, Key Managerial Personnel ('KMP') and all employees of the Company.

The Policy shall be deemed effective from May 13, 2019

4. Objective

The purpose of this policy is to put in place a framework for compensation keeping in view the necessary requirements. This policy is guided by the set of principles and objectives as particularly envisaged under section 178 of the Companies Act, 2013.

5. Nomination and Remuneration Committee ('NRC')

The NRC of the Board deals with matters related to compensation of all those covered under the scope of this policy. In framing this policy, the Committee shall be governed by the terms of reference as approved by the Board from time to time as well as the relevant provisions of the Companies Act, 2013.

6. Key features of Compensation

The extent of overall compensation should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence compensation is –

- Driven by the role of the individual
- Reflective of size of the company, complexity of the sector / industry / company's operations etc.
- Aligned to any regulatory requirements or business requirement and / or industry practice of specific business

The Company's compensation structure has the following components –

6.1 Fixed Compensation: All employees including KMPs receive fixed compensation. This component is reviewed by the NRC of the Company annually.

6.2 Performance Bonus: All employees including KMPs are eligible for an annual performance bonus which is reviewed by the NRC of the Company. This would be driven by the outcome of the Company Performance and individual performance.

6.3 Performance Fee Plan: Certain set of employees are eligible for Performance Fee Plan as per the prevailing policy.

6.4 Employee Stock Options Scheme / Employee Stock Appreciation Rights Scheme: Employee Stock Options Scheme (ESOP) / Employee Stock Appreciation Rights (ESARS), in line with the Securities and Exchange Board of India (SEBI) guideline, will aim at achieving alignment of interest to long term shareholders interest and retention of employees identified as high potential. ESOP/ESAR will be governed by the prevailing scheme.

7. Remuneration for Non Executive Directors

The remuneration payable to Non Executive/Independent Directors would be governed by the provisions of the Companies Act, 2013 / or any other applicable law.

8. Amendments and Review

This policy is subject to review by the Nomination & Remuneration Committee as necessary or required