

NOMINATION AND REMUNERATION POLICY
OF
BARCLAYS INVESTMENTS & LOANS (INDIA) PRIVATE LIMITED

Policy Governance	
Policy Owner(s)	Human Resource and Corporate Secretarial Function
Policy Approver(s)	Board of Directors of Barclays Investments & Loans (India) Private Limited
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1. PREAMBLE

The Nomination and Remuneration Policy of the Company is formulated basis the requirements stipulated under RBI Master Direction – Non Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (as amended from time to time) to ensure ‘fit and proper’ status of proposed / existing directors by the Nomination and Remuneration Committee. The Committee shall have the same powers, functions and duties as laid down in section 178 of the Companies Act, 2013 to the extent it is applicable to the Company.

This Policy is framed to ensure that the Directors of the Company who are responsible for steering the affairs of the Company are ‘fit and proper’, besides having the necessary qualifications. This policy has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company.

2. DEFINITIONS

- (a) **‘Act’** means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.
- (b) **‘Board’** means the Board of Directors of the Company.
- (c) **‘Company’ / ‘BILIPL’** means ‘Barclays Investments & Loans (India) Private Limited’.
- (d) **‘Directions’** means the Master Direction – Non Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended from time to time.
- (e) **‘Key Managerial Personnel’ or ‘KMP’** shall have the same meaning as referred to in Section 2(51) of the Companies Act, 2013.
- (f) **‘Nomination and Remuneration Committee’ or ‘Committee’** shall mean a Committee of the Board of Directors of the Company constituted in accordance with the Master Directions - Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and shall have the same powers, functions and duties as laid down in section 178 of the Act to the extent it is applicable to the Company.
- (g) **‘Policy’ or ‘this Policy’** means Nomination and Remuneration Policy.
- (h) **‘Remuneration’** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- (i) **‘Senior Management Personnel’** means personnel of the Company who is a member of the core management team excluding the Board of Directors comprising all members of management one level below the executive directors, including the functional heads and more specifically described in **Annexure –1** of this Policy.

3. INTERPRETATION

Unless the context otherwise requires, terms that have not been specifically defined in this Policy shall bear the same meaning as assigned to them under the Companies Act, 2013.

4. ROLE OF THE COMMITTEE

The role of the Committee will be the following:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal.
2. Specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
3. Formulate the criteria for determining qualifications and positive attributes of a director and recommend to the Board a policy, relating to the remuneration for the directors, KMPs and other employees. Also, to ensure that, while formulating the Policy:
 - 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;
 - the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - the remuneration to directors, key managerial personnel 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. Ensure the “fit and proper” status of proposed/existing directors.

5. REMUNERATION GUIDING PRINCIPLES

This section sets out the remuneration policy for all employees, explaining the philosophy underlying the structure of remuneration packages, and how this links remuneration to the achievement of sustained high performance and long-term value creation. As a member of Barclays PLC group, the Company is within the scope of the group-wide Remuneration Philosophy set by the Barclays PLC Board Remuneration Committee.

The objectives of Barclays Group Remuneration Philosophy are to:

1. **Attract and retain talent needed to deliver Barclays’ strategy** - Long term success depends on the talent of our employees. This means attracting and retaining an appropriate range of talent to deliver against our strategy, and paying the right amount for that talent.
2. **Align pay with investor and other stakeholder interests** – Remuneration should be designed with appropriate consideration of the views, rights and interests of stakeholders. This means listening to our shareholders, other investors, regulators, government, customers and

employees and ensuring their views are appropriately considered in remuneration decision-making.

3. **Reward sustainable performance** – Sustainable performance means making a positive contribution to stakeholders, in both the short and longer term, playing a valuable role in society.
4. **Support Barclays' Values and culture** – Results must be achieved in a manner consistent with our values. Our Values and culture should drive the way that business is conducted.
5. **Align with risk appetite, risk exposure and conduct expectations** – Designed to reward employees for achieving results in line with the Bank's risk appetite and conduct expectations.
6. **Be fair, transparent and as simple as possible** – We are committed to ensuring pay is fair, simple and transparent for all our stakeholders. This means all employees and stakeholders should understand how we reward our employees and fairness should be a lens through which we make remuneration decisions.

The Remuneration Philosophy ensures strong alignment with risk, conduct and our Values. To ensure that remuneration practices throughout the business conform to these objectives, Barclays has a Group People Risk Policy and Standard for Reward which set minimum governance, control and compliance standards that all businesses should apply globally in respect of their own remuneration practices. Additionally, paying fairly and transparently is a key priority at Barclays and remuneration policies are reviewed against the Remuneration Philosophy, Barclays' Fair Pay agenda and Barclays' purpose, Values, conduct expectations and supporting long-term success.

Remuneration outcomes are achieved by basing performance assessment on clear standards of delivery and behaviour which starts with employees aligning their objectives ('what' they will deliver) to business and team goals in order to support the delivery of the business strategy and good client/customer outcomes. All employees have their performance assessed against the 'what' (performance against objectives) and the 'how' (demonstration of our Values). Linking individual performance assessment and remuneration decisions to both the Barclays' business strategy and our Values in this way promotes the delivery of sustainable individual and business performance, and establishes clear alignment between remuneration policy and Barclays' Strategy.

Another key feature of Barclays' remuneration philosophy is the alignment of remuneration with our risk appetite and with the conduct expectations of Barclays, our regulators globally and other stakeholders. Barclays takes risk and conduct events very seriously and ensures that there are appropriate adjustments to individual remuneration and, where necessary, the incentive pool. There are robust processes for considering risk and conduct as part of individual performance management processes with outcomes reflected in individual remuneration decisions. Line managers have primary accountability for ensuring that risk and conduct issues are considered when assessing performance and making remuneration decisions.

In addition to reductions to individuals' bonuses, the Barclays PLC Board Remuneration Committee considers and makes collective adjustments to the incentive pool for specific risk and conduct events. It also adjusts the incentive pool to take account of an assessment of a wide range

of future risks including conduct, non-financial factors that can support the delivery of a strong risk management, control and conduct culture and other factors including reputation, impact on customers, markets and other stakeholders.

Unless provided contrary to the Act, Rules or Regulations applicable to the Company, the Company shall be guided by Barclays PLC Group-wide Remuneration Philosophy.

6. APPOINTMENT AND REMOVAL OF DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL

6.1 APPOINTMENT CRITERIA AND QUALIFICATIONS:

- (a) The Committee shall identify and ascertain integrity, qualification, expertise and experience of the person for appointment as a Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- (b) The Committee shall undertake a process of due diligence to determine the suitability of the person for appointment / re-appointment as a Director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria as prescribed by RBI.
- (c) As a part of due diligence, the Committee shall determine the suitability of a person to continue to hold office of Director based on the scrutiny of 'fit and proper' declaration received by the Director for status as on March 31st every year.
- (d) The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution in which case an explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Provided further that where no such special resolution is passed but votes cast in favour of the motion exceed the votes, if any, cast against the motion and the Central Government is satisfied, on an application made by the Board, that such appointment is most beneficial to the company, the appointment of the person who has attained the age of seventy years may be made.

6.2 TERM / TENURE FOR DIRECTORS:

- (a) **Managing Director/Whole-time Director/Manager:** The Company shall appoint or re-appoint any person as its, Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.
- (b) **Non-Executive Director:** There shall be no term specified for appointment of a Non-Executive Director unless otherwise specified under the Act.

6.3 REMOVAL OF DIRECTOR, KMP OR SENIOR MANAGEMENT PERSONNEL:

The Committee may, with the reasons recorded in writing and in compliance with the provisions of the Act, and applicable laws for the time being in force, recommend to the Board the removal of Director(s) or KMP or Senior Management Personnel of the Company on grounds such as disqualification, misconduct, fraud or in accordance with the prevailing policy of the Company in this regard.

6.4 RETIREMENT:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP or Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

7. EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The evaluation of the performance of the Board, its committees and individual directors shall be carried out by the Board on an annual basis. A structured questionnaire covering various aspects for evaluation of the Board, its committees and individual directors and outcome of the feedback received shall be placed before the Board for assessment.

8. DEVIATIONS FROM THE POLICY

Any deviation from this Policy shall be reviewed by the Committee and recommended to the Board for approval.

9. VERSION CONTROL

Version	Date	Change
1.0	February 20, 2015	Policy Approved
2.0	May 25, 2016	Annual review of the Policy
3.0	May 23, 2017	Annual review of the Policy
4.0	June 8, 2018	Annual review of the Policy
5.0	January 17, 2019	Periodic review of the Policy
6.0	June 29, 2020	Annual review of the Policy
7.0	June 7, 2021	Annual review of the Policy

ANNEXURE – 1

The term 'Senior Management Personnel' shall mean the functional heads of grade Vice President employed in the entity (as per tiering structure of the Company).