



THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED

CIN: L24129KL1943GOI000371

Registered Office: Eloor, Udyogamandal – 683 501, Kochi, Kerala

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POLICY ON THE REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

(Adopted by the Board at the Meeting held on 08-11-2024)

1. PREAMBLE:

This Policy framed pursuant to Section 178 (3) of the Companies Act, 2013 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be called "POLICY ON THE REMUNERATION OF THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES" (hereinafter referred to as "the Policy") of The Fertilisers and Chemicals Travancore Limited (hereinafter referred to as "FACT").

2. INTRODUCTION:

The Fertilisers and Chemicals Travancore (FACT) is a Government Company within the meaning of Section 2 (45) of the Companies Act, 2013. FACT is a Public Sector Undertaking operating under Ministry of Chemicals and Fertilizers. The Board of Directors of FACT has constituted the "Nomination and Remuneration Committee" pursuant to the requirements of Section 178 of the Companies Act, 2013 read along with rules framed thereunder, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. POLICY:

3.1 Remuneration of Directors.

(i) Remuneration of Whole Time Directors:

Functional (Executive) Directors are appointed by Ministry of Chemicals and Fertilisers, Government of India, and their remuneration and other terms and conditions are governed by the terms of appointment as decided by the Government of India.

The salary and/or allowances and PRP (based on performance of the Company and Individual) of the Functional Directors are decided by the Ministry of Chemicals and Fertilizers, based on the DPE guidelines issued from time to time

(ii) Remuneration of Independent Directors:

Independent Directors are appointed by the President of India on the recommendation of Department of Public Enterprises. The remuneration to Independent Directors shall be by way of sitting fee which is fixed by the Board of Directors based on DPE Guidelines and within the ceiling limit prescribed under Section 197 (5) read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Sitting fee shall be paid to Independent Directors for attending Board of Directors meeting, Committee meetings and Independent Directors' Meeting.

(iii) Remuneration of Government Nominee Directors:

Part time Government Nominee Directors who are in employment with Government of India shall neither be paid any remuneration nor paid sitting fee for attending Board meetings.

3.2 Remuneration of Other Key Managerial Personnel(KMP):

The remuneration and other benefits of KMP's other than Directors shall be as per their terms of appointment and pay and allowances fixed based on the approval of the Board of Directors and by the orders of the Government/DPE Guidelines from time to time, and the HR Policy in vogue.

3.3 Remuneration of Employees:

The remuneration and other benefits of the employees of the Company shall be as per their terms of appointment and pay and allowances fixed based on the approval of the Board of Directors and by the orders of the Government/DPE Guidelines from time to time, and the HR Policy in vogue.

4. DISCLOSURE OF POLICY

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act 2013.

5. REVIEW OF POLICY

The Nomination and Remuneration Committee will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval.
