

**REMUNERATION POLICY****(I) Criteria for determining Qualifications, Positive Attributes & Independence of Director:****1. Qualifications of a Director:**

The Company while constituting the Board shall draw Members with appropriate skills, experience and knowledge in diverse fields such as finance, law, management, sales, marketing, administration, corporate governance, operations and other disciplines related to the Company's business. This shall also ensure Board diversity.

2. Positive Attributes of a Director:

A Director shall be a person of integrity, who possesses relevant expertise and experience. He shall uphold ethical standards of integrity and probity and act objectively and constructively. He shall exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practice.

3. Independence of Director:

An Independent Director should meet the requirements of the Companies Act, 2013 and Listing Obligations and Disclosure Requirement, Regulations, 2015, Concerning Independence of Director. The Company shall also obtain certification of independence from the Independent Director in accordance with the Companies Act, 2013 and Listing Obligations and Disclosure Requirement, Regulations, 2015.

4. Board Diversity:

The Company, while constituting the Board shall draw members from diverse field such as finance law, management, sales, marketing, administration, corporate governance, operations and other disciplines related to the Company's business. There shall be no discrimination on the basis of gender, while determining the Board composition.

(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees:**A. Remuneration to Whole Time Director:**

The Whole Time Director will be paid his/her salary as per agreement, considered by Board & Committee. In the event that there is no breach of the terms of the agreement by the Whole Time Director, but the Company exercise the discretion to terminate his services during the terms of his/her agreement, without assigning any reason thereof, then and in that event, the Whole Time Director shall be paid a compensation of a sum which shall not exceed the remuneration which he would have earned.

The Non-Executive Directors are not paid sitting fees for attending the meetings of the Board and/or Committee thereof with the discretion of Board.

B. Remuneration to Non-Executive Directors:

CIN: L51101KA1966PLC001643

Registered Office: # 44, 3rd Floor, South End Road, Above Univercell Outlet, Basavanagudi, Bangalore, Karnataka – 560004.

Tel: (080) 2677 0004 E-mail: info@bangalorefortfarms.com Website: www.bangalorefortfarms.com



The Non-Executive Directors are not paid sitting fees for attending the meetings of the Board and/or Committee thereof with the discretion of Board. The Non-Executive Directors, in their individual capacity, did not have any pecuniary relationship or transactions with the Company during the financial year 2015-2016.

C. Remuneration To Key Managerial Personnel (KMP) and other Employees:

The objective of the Policy is to have a compensation framework that will reward and retain talent.

The Remuneration will be such as to ensure the correlation of remuneration to performance is clear and meet appropriate performance benchmark.

Remuneration to Key Managerial Personnel, Senior Management and other Employees will involve a balance between fixed and variable pay reflecting short and long term performance objectives of the employees in line with the working of the Company and its goal.

For Directors, and performance pay will be linked to achievement and business plan.

The Nomination & Remuneration Committee recommend the remuneration of KMP and other Employees.

(III) Evaluation of Independent Director of the Board:

The Independent Directors shall have a separate meeting during the year without the attendance on Non-Executive Directors and Members of management. All the Independent Director shall strive to be present at the meeting. The meeting shall review the performance of the Non-Executive Directors and the Board as a whole. The meeting shall review the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-Executive Directors.

The performance evaluation of the Independent Director shall be done by the entire Board of Directors, excluding the Director being evaluated. The performance evaluation of the Independent Directors and the Board as a whole shall be in context of the company's performance from business and governance perspective.

(IV) Amendment:

The Policy may be amended or substituted by the Nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any Statutory changes necessitating the change in the Policy.

.....