

**AG VENTURES LIMITED**  
**(formerly Oriental Carbon & Chemicals Limited)**

**Remuneration Policy**

The objective of the Company's remuneration policy is to ensure that Company's Directors, Key Managerial Personnel and other senior management employees are sufficiently incentivised for enhanced performance. Following criteria shall be followed to determine the remuneration payable to Directors, Key Managerial personnel (KMP) and other Employees.

Remuneration to Executive Directors may be linked with some or all of the following :-

- Increase in stakeholder's wealth
- Target achievement in term of sales, margin vis-à-vis industry bench mark
- Overall health of organization
- New initiatives taken and diversification by the organization
- Optimum utilization of resources of the organization
- Long term goal setting of the organization
- Industry Pattern
- Risk Mitigation
- Remuneration should be reasonable and sufficient to attract and retain directors of quality.

Remuneration to Independent Directors:-

- Independent Directors are entitled for sitting fees for attending meetings of the Board or its committee at a rate which is as per the provisions of the Companies Act 2013.
- They are also entitled to commission as determined by the Board based on the performance of the Company.
- They shall also receive reimbursement of reasonable expense incurred in attending the Board, Committee Meetings.

Remuneration to KMP may be linked with some or all of the following:-

- Achievement of given targets
- Increase in stakeholder's wealth
- Improvement made in the processes of the organization
- People management
- Optimum utilization of resources of the organization
- Industry pattern
- New Initiatives taken

Remuneration to other employees may be linked with some or all of the following:-

- Qualification, Experience and merits
- Initiative in optimization/increase in performance efficiencies
- Achievements of given target
- Industry Pattern
- Inflation

Remuneration of Executive Directors and KMP shall be within such limits as prescribed by the Companies Act and other statutes as applicable from time to time. In addition to the fixed monthly remuneration Executive Directors shall be entitled to commission/performance bonus as determined by the Board from time to time based on the performance parameters set in this regard.

As a prudent practice at least 25% of the salary of KMP will be performance linked bonus to be paid at the end of the year based on the performance during the year.