

POLICY ON PAYMENTS TO NON-EXECUTIVE DIRECTORS

1 Preamble

1.1 This Policy provides a framework for remuneration to be paid to the Non- Executive Directors of the Board of the Company (hereinafter referred to as "Board").

1.2 The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

2 Definitions

A. "Act": Act shall mean the Companies Act, 2013.

B. "Company": Company shall mean SBC Exports Limited.

C. "Listing Regulations": Listing Regulations shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. "Policy" or "this Policy": Policy or this Policy shall mean the Nomination and Remuneration Policy of Birla Corporation Limited.

E. "Committee" or "this Committee": Committee or this Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of the Companies Act, 2013. Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 and the rules / regulations made thereunder, as the case may be or in any amendment thereto

3 Aims & Objectives

3.1 The aims and objectives of this Policy may be summarized as follows:

3.1.1 The Policy aims to enable the company to attract, retain and motivate high quality members for the Board and executives.

3.1.2 The Policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry practices and relevant Indian corporate regulations.

3.1.3 The Policy will ensure that the interests of Non-Executive Directors are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.

3.1.4 The Policy will ensure that remuneration to Non-Executive Directors involves a balance between fixed pay and incentive (by way of increment/bonus/ promotion/any other form) reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

4 Principles of remuneration

4.1 Support for Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's objectives.

4.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

4.3 Internal equity: The Company shall remunerate the Non- Executive Directors in terms of their roles and responsibilities within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.

4.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures.

4.5 Flexibility: Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.

4.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration, whether as part of increment or separately and in such form as may be considered appropriate.

4.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

5 Remuneration to Non-Executive Directors

Non-Executive directors may be paid remuneration by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be permitted by the law applicable to such payments. Such payments shall be subject to the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. Policy Statement on Board Diversity

The Company recognizes that Board Diversity forms one of the pillars of a robust Corporate Governance framework. The members of the Board shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner.

The Board of a Company should also provide leadership, strategic guidance, objective and an independent judgement to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Company believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including driving business result; enhancing the quality and Independence of performance of the Board; improve the overall decision making ability and process, make corporate governance more effective and enhance the corporate reputation. The Nomination and Remuneration Committee shall be responsible for reviewing and assessing the composition and performance of the Board. The Committee shall assess the appropriate mix of diversity, skills, experience and expertise required on the Board. The Committee shall review the Board composition in terms of the size of the Board. The Board shall have an optimum composition of Executive, Non-Executive and Independent Directors in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Regulations and other Statutory/ Regulatory requirements.

7 Evaluations

The Nomination and Remuneration Committee shall carry out evaluation of performance of Board, its Directors, its Committees, yearly or at such intervals as may be considered necessary.

8 Amendments to this Policy

The Nomination and Remuneration Committee is entitled to review this policy including amendment or discontinuation of one or more incentive programmes introduced in accordance with this Policy.