

Nomination & Remuneration Policy

3D PLM Software Solutions Limited recognizes the need to have a fair, transparent and reasonable process for determining the appropriate remuneration at all levels of the Company. Company also believes that Board is responsible to its shareholders to ensure that interests of the directors, key managerial personnel and other employees are aligned with the interests of the shareholders.

1. Objectives

The objectives of this policy are:

- (a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Independent, Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- (b) To give recommendations to the Board in relation to appointment and removal of Key Managerial Personnel and Senior Management.
- (c) To carry out evaluation of the performance of Key Managerial and Senior Management Personnel and provide necessary report to the Board for further evaluation by the Board.
- (d) To determine plans for orderly succession of the Senior Management.
- (e) To align , key managerial personnel and other employees' remuneration with sustainable shareholder value;
- (f) To ensure that 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;
- (g) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (h) Remuneration to key managerial personnel and other employees involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

2. Definitions

"Company" means 3D PLM Software Solutions Limited and its subsidiary and branches worldwide.

"Board" means Board of Directors of the Company

"Director" means a Member of the Board of the Company

"Key managerial personnel" means

- the Chief Executive Officer, the Managing Director, or the Manager
- the company secretary;
- the whole-time director;
- the Chief Financial Officer

3. The Nomination and Remuneration Committee

The Nomination and Remuneration committee (NaRC), appointed by Board, plays an essential role in overseeing the quality of the remuneration information, disclosures and decisions of a company. The NaRC of 3D PLM Software Solutions Limited consists of below members:

Name of the Committee Member	Designation in Committee	Category
Ms. Anita Ramachandran	Chairperson	Non-Executive, Independent Director
Mr. Didier Gaillot	Director	Non-Executive, Independent
Mr. Varghese Thomas	Director	Non-Executive, Independent Director
Mr. Manu Parpia	Director	Non-Executive, Non-Independent Director

Role of the Committee:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

4. Procedure

The NaRC assesses the appropriateness of appointments of directors, key managerial personnel and the basis / strategy for other employees' remuneration on an annual basis by reference to the principles of this Policy, overall employment market conditions and with the benefit of independent advice on market remuneration and practices.

The NaRC recommends remuneration for directors, key managerial personnel and other employees to the Board for approval.

5. Forms of Remuneration

The policy details the types of remuneration to be offered by the Company and factors to be considered by the Board, NaRC and management in determining the appropriate remuneration strategy.

With the assistance of NaRC, the Board will approve the forms of remuneration to be offered to director, key managerial personnel and other employees, which may include compensation heads as below:

Remuneration Structure for Key Managerial Personnel & Other Employees:

- a. Fixed and performance based remuneration basis for various designations
- b. Basis of Termination and termination linked payments

Remuneration structure for Directors

Executive Directors

The Board of Directors/ the Nomination and Remuneration Committee is authorized to decide the remuneration of Executive Directors, subject to the approval of the shareholders and Central Government, if required. The remuneration structure along with variable pay components will be set up by the Committee / Board within the salary range approved by the shareholders, as and when any Executive Director is appointed in the Company.

Currently, there are no Executive Directors in the Company.

Non-Executive Directors

Non-executive, Independent directors of the Company are paid a remuneration by way of sitting fees for attending Board and Committee meetings and commission. No retirement benefits or other forms of bonus or incentive payments are paid to non-executive directors.

Non-executive directors are reimbursed expenses to attend Board/Committee meetings

An insurance and indemnity cover is taken for all Directors and Officers of the Company.

6. Review and Dis-closure

6.1 Performance Appraisal

The CEO will conduct annual performance appraisals for all Employees to monitor and review the appropriateness of each remuneration package.

6.2 Board

The Board will be responsible for approving the remuneration strategy for directors, key personnel and other employees. In determining whether to approve the relevant level of remuneration, the Board will consider the recommendations from the Nomination & Remuneration Committee, prevailing market conditions, performance by the individual and the business strategies and objectives of the Company.

The Board will disclose the remuneration of senior executives in the Company's Annual Report.

6.3 Nomination & Remuneration Committee (NaRC)

The NaRC is responsible for the monitoring, implementation and review of this policy. The NaRC will provide recommendations to the Board as to how to effectively structure and facilitate a remuneration strategy, which will meet the needs of the Company.

6.4 Human Resources

The Compensation & Benefits team of Human resources division of the Company will monitor the day to day compliance with this policy.

7. Policy Review

The Board will review the contents of, and compliance with, this Policy regularly.