

REMUNERATION POLICY

Tide Water Oil Co. (India) Ltd. ("Company") has constituted a Nomination and Remuneration Committee ("Committee") at its Board meeting held on 4th April, 2014 as per the terms and conditions provided in Section 178 of the Companies Act, 2013 and Part - D of Schedule II of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015), as amended from time to time. As per the provisions, the Company is required to frame a policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), senior management personnel and other employees of the Company.

1. Objective of the Policy

The policy is framed with the objective(s) stated hereinbelow:

- i) Whether based on the Company's size and financial position, 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;
- ii) Whether relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii) Whether remuneration to Directors, Key Managerial Personnel (KMP) and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals

2. Applicability

This policy is applicable to:

- i) Directors viz. Executive, Non-executive and Independent
- ii) Key Managerial Personnel (KMP)
- iii) Senior Management Personnel
- iv) Other Employees of the Company

3. Matters relating to the remuneration, perquisites for the Whole-time/Executive/Managing Director

- i) The remuneration / compensation / profit-linked commission etc. to the Whole-time/Executive/Managing Directors will be recommended by the Committee and approved by the Board of Directors. In the event, the same requires shareholders' sanction, the same shall be suitably obtained. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the provisions laid in the Companies Act, 2013 and shall be subject to such approval, as stated therein.

- ii) If, in any financial year, the Company has no profits or its profits are inadequate, the company shall pay remuneration to its Whole-time Director / Executive / Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government shall be obtained for such payment.
- iii) Increments to the Whole-time Director/Executive/Managing Director shall be within the slabs approved by the shareholders. Increments will be effective from 1st April in respect of a Whole-time Director/Executive/Managing Director as well as in respect of other employees of the Company, unless otherwise decided.

4. Remuneration to Non-executive / Independent Director

The Non-executive/Independent Directors of the Company shall be paid sitting fees as per the limit sanctioned by the Board, from time to time, subject to applicable Regulations. The Non-executive / Independent Directors, may also be paid Commission, within the limits as stated under the Companies Act, 2013 or any other relevant statute, agreement, etc., as amended from time to time, on profits achieved by the Company, subject to such approvals, as may be statutorily required.

5. Stock Options

Non-executive Directors shall not be entitled to any stock option of the Company.

6. Remuneration to KMP, Senior Management Personnel and Other Employees

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's policies. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, etc. shall be as per the Company's policies.

If the remuneration of KMPs or any other officer is to be specifically approved by the Committee and/or the Board of Directors under any statute, such approval will be accordingly procured.

This remuneration policy shall apply to all future / continuing employment with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Committee and Board meeting minutes. The Board reserves its

right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

7. Interpretation

Words/phrases used in the Policy shall, in absence of any contrary specified hereinabove, carry the same meaning as stated under the Companies Act, 2013 read with rules framed thereunder further read with relevant provisions contained in SEBI Listing Regulations, 2015, as amended from time to time.