



BLUE BLENDS (INDIA) LIMITED

CIN: L17120MH1981PLC023900

JBF House, 2nd Floor,
Old Post Office Lane,
Kalbadevi Road,
Mumbai - 400 002. (India)

BLUE BLENDS (INDIA) LIMITED

CRITERIA FOR MAKING PAYMENT TO DIRECTORS

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CONTENTS

- 1. Introduction**
- 2. Scope and Exclusions**
- 3. Terms and References**
- 4. Policy**



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1. INTRODUCTION

1.1 **Blue Blends (India) Limited** (herein referred as “The Company”) recognizes the importance of aligning its business objectives with clearly defined, specific, and measurable individual performance goals and targets. Accordingly, the Company has formulated this Remuneration Policy for its Directors, Key Managerial Personnel (KMP), and other employees, keeping in view the following objectives:

1.1.1 To ensure that the level and structure of remuneration are fair, reasonable, and sufficient to attract, retain, and motivate competent individuals required for the successful management and growth of the Company.

1.1.2 To establish a clear linkage between remuneration and performance, ensuring that compensation is aligned with defined performance benchmarks.

1.1.3 To maintain an appropriate balance between fixed and performance-based incentive pay, reflecting both short-term and long-term performance objectives consistent with the Company’s goals and overall strategy.

2. SCOPE AND EXCLUSION

This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

3.1 **“Director”** means a director appointed to the Board of the Company.

3.2 **“Key Managerial Personnel”** means

- i. the Chief Executive Officer or the managing director or the manager;
- ii. the company secretary;
- iii. the whole-time director;
- iv. the Chief Financial Officer; and
- v. such other officer as may be prescribed under the Companies Act, 2013

3.3 **“Nomination and Remuneration Committee”** means the committee constituted by the Company's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).



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4. POLICY

4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration (NRC) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

4.1.2 The Board, on the recommendation of the NRC Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

4.1.3. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- (i) Basic salary
- (ii) Allowances and perquisites, where applicable
- (iii) Performance-linked incentives and bonuses, where applicable
- (iv) Commission or profit-linked remuneration, where applicable
- (v) Retirement and other terminal benefits, where applicable
- (vi) Employee stock options or other long-term incentive benefits, where applicable

4.2 Remuneration to Non-Executive Directors

4.2.1 The Board on the recommendation of the NRC Committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

4.2.3. In accordance with the law, Independent Directors of the Company shall not be entitled to any stock options (ESOPs). Their remuneration shall be limited to sitting fees, reimbursement of expenses for attending meetings, and profit-related commission as approved by the shareholders."

4.3 Remuneration to other employees

4.3.1 The remuneration of employees shall be determined based on their qualifications, experience, competencies, roles, and responsibilities within the organization. Individual compensation shall be fixed after considering various relevant factors, including the nature and scope of the position, skill sets, level of responsibility, performance, experience, and prevailing market remuneration for comparable roles.