



NACL Industries Limited

CRITERIA FOR SENIOR MANAGEMENT

The Nomination and Remuneration Committee (N&R Committee) of the Board is responsible for identifying persons who are qualified to be appointed in Senior Management position. The following criteria laid down by the N&R Committee of NACL Industries Limited in terms of section 178(2) of the Companies Act, 2013 are to be considered for induction of a person into Senior Management position.

Senior Management for the purpose of this Code shall mean officers and personnel of the Company who are members of its core management team excluding Board of Directors including members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager including any Functional Head. The Chief Executive Officer/Manager/ Executive Directors/ Company Secretary and Chief Financial Officer of the Company shall be deemed to be Senior Management.

The term 'Manager' here refers to a Manager appointed under the provisions of the Companies Act, 2013.

The criteria for selection of candidates for appointment/induction to Senior Management position shall be:

Personal Traits

- Highest personal and professional ethics and integrity.
- Share and demonstrate the values embodied in the guiding principles of the Murugappa Group and the Company - "Five Lights" - Integrity, Passion, Quality, Respect and Responsibility.
- Meet the age criteria set by the Company.

Competencies

- Possess specialist knowledge and business acumen relative to the position for which he or she is being considered.
- Good leadership skills
- Be innovative.
- Demonstrate intelligence, maturity and wisdom.
- Exercise sound judgement gained through experience and expertise in management/ technical/ financial/ corporate matters in the best interest of the Company as a whole.
- Ability to see and prepare for future, anticipate needs, opportunities and threats.
- Possess managerial abilities such as effective communication skills, action focus, people engagement, cultural sensitivity, flexibility, team player, strategic thinking, creating a shared vision, etc.

- Exhibit personal effectiveness
- Ability to influence and drive decisions in the interest of the Company.
- Respect customer centricity.
- Good interpersonal relationship
- An effective team player

Experience and Background

- Highly accomplished and experienced in their respective field of engineering/ finance/ marketing/ corporate affairs, technology/ law/ HRM, etc. with superior credentials and recognition.

Fit

- Should act on fully informed basis, in good faith, with due diligence and care and in the best interest of the Company and its stakeholders.
- Should be able to exercise objective independent judgement on corporate affairs.
- Willingness to undertake appropriate induction and regularly update and refresh his/ her skills, knowledge and familiarity with the Company.
- Commitment in representing the long-term interests of the shareholders and balancing the interests of stakeholders.
- Adhere to the Code of Conduct of the Company.
- Protect the legitimate interests of the Company, its shareholders and employees and maintain confidentiality.
- Absence of commitments and other fixed outside obligations.
- Absence of personal and business relationships that would pose a conflict of interest to the position.
