



**COMPENSATION POLICY FOR EMPLOYEES OTHER
THAN DIRECTORS, KEY MANAGERIAL PERSONNEL
AND SENIOR MANAGEMENT**

Digamber Capfin Limited



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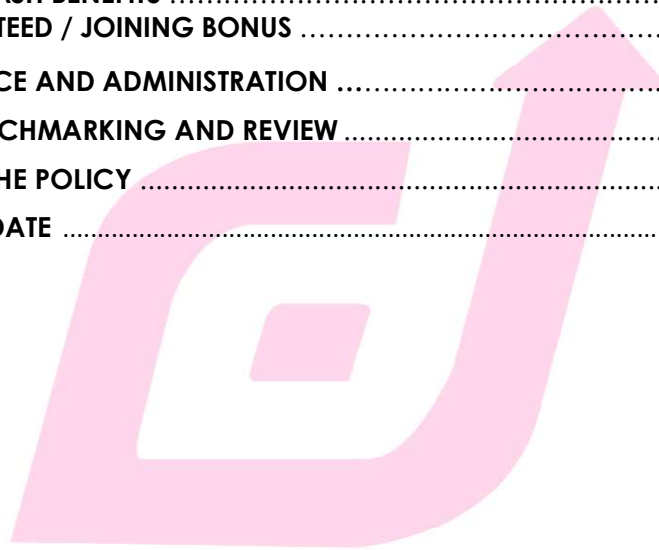
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1. INTRODUCTION

Digamber Capfin Limited ("the Company") is committed to ensuring fair, transparent, and equitable compensation practices for its employees. The Company recognizes that an effective compensation and benefits framework is critical for attracting, motivating, and retaining talent while supporting sustainable business growth and prudent risk management.

This Compensation Policy lays down the guiding principles for remuneration of all employees of the Company other than Directors, Key Managerial Personnel (KMPs), and Senior Management, whose compensation shall be governed by a separate policy framed in accordance with applicable regulatory guidelines.

2. SCOPE OF THE POLICY

This Policy shall apply to all permanent, probationary, and contractual employees of Digamber Capfin Limited, excluding:

- Directors;
- Key Managerial Personnel; and
- Senior Management personnel.

Remuneration of Directors, KMPs, and Senior Management shall be governed by the Company's "Nomination, Remuneration and Compensation Policy", as amended from time to time.

3. GUIDING PRINCIPLES AND APPROACH

The Company follows prudent and responsible compensation practices under the oversight of the Board of Directors and the Nomination and Remuneration Committee (NRC). The compensation framework is guided by the following principles:

1. Meritocracy, fairness, and internal equity;
2. Alignment with the Company's business strategy, performance objectives, and risk appetite;
3. Market competitiveness based on relevant industry benchmarks;
4. Non-discrimination on the basis of gender or any other non-performance-related attribute;
5. Recognition of individual performance, functional contribution, and organizational outcomes.

The Company follows a Cost-to-Company (CTC) approach while determining compensation. Inputs from the performance management system and talent management framework are key drivers for compensation decisions.

4. OVERVIEW OF COMPENSATION AND BENEFITS

The compensation framework comprises both financial and non-financial components.

4.1 Financial Benefits

1. **Direct Benefits:** Salary, incentives, statutory bonus, and performance-based bonus.
2. **Indirect Benefits:** Insurance coverage, leave benefits, allowances, reimbursements, travel benefits, and retirement benefits, as applicable.

4.2 Non-Financial Benefits

1. Job roles offering learning, responsibility, and growth opportunities;
2. Safe and supportive work environment;
3. Employee engagement initiatives and recognition mechanisms;
4. Work-life balance initiatives, subject to business requirements.

5. COMPENSATION STRUCTURE

To attract and retain talent, compensation is structured through a combination of the following components:

1. Annual Cost to Company (CTC);
2. Variable Pay / Incentives;
3. Performance-based Bonus;
4. Long-term Incentives, where applicable;
5. Non-cash benefits; and
6. Guaranteed / joining bonus in exceptional cases.

The compensation structure shall be reviewed periodically by Management based on market conditions, business strategy, and financial performance of the Company.

6. COMPONENTS OF COMPENSATION

6.1 Annual Cost to Company (CTC)

The CTC comprises fixed and variable components, including:

- Basic salary;
- Allowances such as house rent allowance, conveyance, leave travel allowance, meal allowance, education allowance, and other allowances as may be introduced from time to time;
- Statutory and retirement benefits including employer's contribution to Provident Fund, Gratuity, Superannuation, and National Pension Scheme (where applicable).

The structure of basic salary and allowances shall be designed to ensure statutory compliance and prudent compensation management.

6.2 Variable Pay and Incentives

Variable pay is designed to reinforce a performance-driven culture and align employee rewards with business outcomes.

1. **Incentives:** Field and frontline employees may be eligible for periodic incentives based on defined performance parameters and incentive schemes.
2. **Annual Performance Bonus (APB):** All eligible employees may receive an annual performance bonus based on individual performance ratings and overall organizational performance.

Performance parameters may include financial performance, operational efficiency, customer service, compliance, and adherence to governance and risk standards, including ESG-related objectives.

Statutory bonus shall be paid to eligible employees in accordance with the Payment of Bonus Act, 1965.

6.3 Long-Term Incentives

Long-term incentive schemes, including employee stock-based plans or other retention-linked incentives, may be introduced from time to time with the approval of the Board, to encourage long-term commitment and institution building.

6.4 Non-Cash Benefits

Non-cash benefits may include:

- Group health insurance for employees and eligible dependents;
- Group term life insurance;
- Personal accident insurance;
- Other benefits as may be approved by the Company from time to time.

6.5 Guaranteed / Joining Bonus

Guaranteed or joining bonuses may be paid in exceptional circumstances to attract or retain critical talent, subject to approval by the appropriate authority.

7. GOVERNANCE AND ADMINISTRATION

The Managing Director and Head – Human Resources shall be responsible for implementation and administration of this Policy.

Key decisions relating to annual increments, incentive payouts, performance bonuses, and long-term incentives shall be reviewed by the Nomination and Remuneration Committee, where applicable, and implemented in accordance with approved guidelines.

8. MARKET BENCHMARKING AND REVIEW

The Company may periodically review compensation levels against prevailing and emerging market trends through internal assessments or external benchmarking studies.

Policies and Manuals: Compensation Policy (employees Other Than Directors, Kmps & Senior Management)

Compensation practices shall also take into account organizational priorities, talent requirements, employee feedback, and business performance.

9. REVIEW OF THE POLICY

This Policy shall be reviewed periodically by Senior Management and the Board of Directors to ensure alignment with regulatory requirements, market practices, and the Company's strategic objectives. Amendments, if any, shall be approved by the Board.

10. EFFECTIVE DATE

This Policy shall come into force with effect from the date of approval by the Board of Directors of Digamber Capfin Limited.

Approved by the Board of Directors of Digamber Capfin Limited on _____





Digamber Capfin Limited

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