

VITP PRIVATE LIMITED

NOMINATION & REMUNERATION POLICY

TABLE OF CONTENTS

S. No	Details	Page No
1.	Preamble	3
2.	Definitions	3
3.	Role of the Committee	4
4.	Constitution of the Committee	4
5.	Nomination Policy	5
6.	Remuneration Policy	6
7.	Minutes of Committee Meeting	7
8.	Amendment	7

1. PREAMBLE

Pursuant to Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015, the Board of Directors of every high value debt listed Company shall constitute the Nomination and Remuneration Committee.

The Policy is formulated in compliance with the Regulation 19 of the Listing Regulations. This Policy shall be applicable to the Company with immediate effect.

2. DEFINITIONS

1. "Board"

"Board" means Board of Directors of the Company.

2. "Company"

Company means "VITP Private Limited."

3. "Employees' Stock Option"

Employee Stock Option means the option given to the directors, officers or employees of the company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.

4. "Independent Director"

"Independent Director" means a director referred to in Regulation 16 of Listing Regulations.

6. "Nomination and Remuneration Committee"

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the Regulation 19 of the Listing Regulations.

7. "Policy or This Policy"

"Policy or This Policy" means, "Nomination and Remuneration Policy."

8. "Remuneration"

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

9. "Senior Management"

"Senior Management" means mean officers/personnel of the company who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the "chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Listing Regulations as may be amended from time to time shall have the same meaning assigned to them therein.

ROLE OF THE COMMITTEE

The role of the Committee shall be:

- i. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- ii. Formulate criteria for evaluation of performance of all Independent Director and the Board.
- iii. devising a policy on diversity of board of directors;
- 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 of directors their appointment and removal.
- v. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vi. Recommend to the Board, appointment, all remuneration and removal of Director, KMP and Senior Management Personnel.

COMPOSITION OF COMMITTEE:

- i. The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent Directors.
- ii. The Board shall reconstitute the Committee as and when required to comply with the Listing regulations and applicable statutory requirement.
- iii. Minimum two (2) members or one-third of the members of the Committee, whichever is greater, including at least one independent director in attendance shall constitute the quorum for the Committee meeting.
- iv. The name of the members of the Committee shall be disclosed in the Annual Report.
- vii. Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN OF COMMITTEE:

- i. Chairman of the Committee shall be an Independent Director.
- ii. Chairman of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- iii. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- iv. Chairman of the Nomination and Remuneration Committee shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

NOMINATION POLICY

- **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

- **Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person):
 - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. Independent Director:
 - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
 - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
 - At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an

Independent Director in case such person is serving as a Whole-time Director/ Managing Director of a listed company.

Note: For the above purpose, the count for the number of listed entities on which a person is a director / independent director shall be only those whose equity shares are listed on a stock exchange.

- The maximum number of public companies in which a person can be appointed as a director shall not exceed ten out of which not more than 8 may be in Listed companies upto March 31, 2020 and in not more than 7 listed companies from April 01, 2020 For reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

- **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

REMUNERATION POLICY

General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per Listing regulations.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

• **Remuneration to Managerial Person, KMP and Senior Management:**

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the Listing Regulations and the HR Policy.

The remuneration to Personnel of Senior Management shall be governed by the Listing Regulations and the HR Policy.

The remuneration to other employees shall be governed by the HR Policy.

• **Remuneration to Non-Executive / Independent Director:**

Remuneration / Commission:

The remuneration / commission shall be in accordance with the Listing Regulations for the time being in force.

Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

An Independent Director shall not be entitled to any stock option of the Company.

8. MINUTES OF COMMITTEE MEETING

The proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled and taken note in the subsequent meeting.

9. AMENDMENT

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time in consultation with the Nomination & Remuneration Committee.
