



VAMSHI RUBBER LIMITED

Remuneration Policy

**POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL
AND OTHER EMPLOYEES**

A. Introduction

Vamshi Rubber Limited (the “Company”) recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees (“Policy”) keeping in view the following objectives:

- ✓ Ensuring that 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;
- ✓ Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks; and
- ✓ Ensuring that remuneration 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.

B. Scope and Purpose:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the board of Directors of the Company (“Board”) the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

C. Terms and References:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

- ✓ “Director” means a director appointed to the Board of the Company.
- ✓ “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

- ✓ “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 Clause 49 of the Equity Listing Agreement.

D. Policy:

REMUNERATION TO EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL

- ✓ The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the executive Directors (“Executive Directors”) within the overall limits approved by the shareholders of the Company.
- ✓ The remuneration and commission to be paid to the Managing Directors/Whole Time Director and Manager shall be in accordance with the provisions of Companies Act,2013, read with Schedule V and rules made there under.

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

The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

- (i) Basic pay
- (ii) Perquisites and allowances
- (iii) Stock options
- (iv) Commission (applicable in case of Executive Directors)
- (v) Retiral benefits
- (vi) Annual performance bonus

- ✓ The Annual Plan and Objectives for senior executives and Executive Directors shall be reviewed by the Nomination and Remuneration Committee and the annual performance bonus will be approved by the Nomination and Remuneration Committee based on the achievements against the Annual Plan and Objectives.

REMUNERATION TO NON-EXECUTIVE DIRECTORS

- ✓ The Board on the recommendation of the Nomination and Remuneration Committee shall review and approve the remuneration payable, if any to the non-executive Directors (“Non-Executive Directors”) within the overall limits approved by the shareholders of the Company.
- ✓ The remuneration if any, payable to non executive directors shall be in compliance with the provisions of Companies Act,2013 read with rules there under and subject to other applicable provisions
- ✓ Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the committees thereof

- ✓ The Non-Executive Directors may also be entitled to profit related commission in addition to the sitting fees, as may be decided by the shareholders of the Company, from time to time.

REMUNERATION TO OTHER EMPLOYEES

- ✓ Employees are assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

REVIEW OF THIS POLICY

The Nomination and Remuneration Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.