

# **Vinayak Vanijya Limited**

## **REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS**

# 1. OBJECTIVE

The Board of Directors of Vinayak Vanijya Limited recognizes the significant role played by the Non-Executive Directors (“NEDs”), including Independent Directors, in ensuring transparent governance, balanced decision-making and protection of stakeholders’ interests.

This Policy lays down the criteria for payment of remuneration to the Non-Executive Directors of the Company in accordance with:

- the **Companies Act, 2013**
- the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended
- the applicable Secretarial Standards
- the Articles of Association of the Company

# 2. LEGAL FRAMEWORK

This Policy has been formulated pursuant to:

- Section 149 of the Companies Act, 2013
- Section 197 of the Companies Act, 2013
- Section 178 of the Companies Act, 2013
- Schedule V of the Companies Act, 2013
- Regulation 17 and Regulation 46 of the SEBI Listing Regulations

The Company shall disclose this Policy on its website and a web-link shall be provided in the Annual Report.

# 3. PRINCIPLES OF REMUNERATION

The remuneration payable to Non-Executive Directors shall be governed by the following principles:

## 3.1 Fair Compensation

The remuneration should fairly reflect the responsibilities, time commitment and contribution made by the Non-Executive Directors.

## 3.2 Independence

The remuneration structure shall not compromise the independence of Independent Directors.

## 3.3 Regulatory Compliance

All payments shall be made strictly in accordance with applicable statutory provisions and shareholder approvals wherever required.

### **3.4 Transparency**

The remuneration paid shall be disclosed in the Annual Report and statutory filings as required under applicable law.

## **4. COMPONENTS OF REMUNERATION**

The Non-Executive Directors may be paid remuneration by way of the following:

### **4.1 Sitting Fees**

Non-Executive Directors may receive sitting fees for attending:

- Board Meetings
- Audit Committee Meetings
- Nomination & Remuneration Committee Meetings
- Stakeholders Relationship Committee Meetings
- Other Committee Meetings
- Independent Directors' Meetings

The sitting fees shall be within the limits prescribed under Section 197(5) of the Companies Act, 2013 and the Rules made thereunder.

At present, the Company may pay such sitting fees as may be approved by the Board from time to time, subject to statutory limits.

### **4.2 Reimbursement of Expenses**

The Company may reimburse actual expenses incurred by the Non-Executive Directors for attending meetings, including:

- travel expenses
- lodging expenses
- boarding expenses
- incidental expenses
- out-of-pocket expenses

provided such expenses are reasonable and supported by proper documentation.

### **4.3 Commission**

The Company may pay commission to Non-Executive Directors within the limits approved by shareholders and permitted under Section 197 of the Companies Act, 2013.

Such commission may be based on:

- attendance
- participation
- responsibilities undertaken
- contribution to Board deliberations
- chairmanship of committees

provided that payment of commission shall not affect the independence of Independent Directors.

### **4.4 Profit Related Commission**

Where considered appropriate, the Company may pay profit-related commission to eligible Non-Executive Directors subject to:

- approval of shareholders
- applicable statutory limits
- recommendation of Nomination and Remuneration Committee

## **5. RESTRICTIONS APPLICABLE TO INDEPENDENT DIRECTORS**

Independent Directors shall not be entitled to:

- stock options
- performance linked incentives
- employee benefits available to executive management

except reimbursement of expenses, sitting fees and commission as permitted under law.

This is to preserve their independence in accordance with the Companies Act, 2013 and SEBI Listing Regulations.

## **6. ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee shall:

- review remuneration payable to Non-Executive Directors
- recommend changes to the Board
- ensure compliance with law
- evaluate fairness of compensation
- ensure remuneration does not impair independence

## **7. BOARD APPROVAL**

The Board of Directors shall approve:

- sitting fee structure
- reimbursement norms
- commission, if any
- amendments to this Policy

within the framework of applicable law.

## **8. SHAREHOLDERS' APPROVAL**

Where required under law, prior approval of shareholders shall be obtained for:

- payment of commission
- payment beyond statutory limits
- any material revision in remuneration structure

## **9. DISCLOSURE REQUIREMENTS**

The Company shall disclose in its Annual Report:

- remuneration paid to each Non-Executive Director
- sitting fees paid
- commission paid
- reimbursement of expenses
- web-link of this Policy

in accordance with SEBI Listing Regulations.

## **10. CURRENT REMUNERATION STRUCTURE**

As on the date of this Policy:

- The Company presently does **not pay any sitting fees** to Non-Executive Directors.
- Only reimbursement of actual expenses may be provided, wherever applicable.
- No stock options are granted to Non-Executive Directors.
- No commission is presently payable.

Any change in the remuneration structure shall require approval as per applicable laws.

## **11. REVIEW OF POLICY**

This Policy shall be reviewed periodically by the Nomination and Remuneration Committee to ensure alignment with:

- statutory changes
- SEBI amendments
- governance best practices
- business requirements

## **12. AMENDMENT**

The Board of Directors may amend this Policy from time to time in accordance with the applicable provisions of law.

**For and on behalf of the Board of Directors**

**Vinayak Vanijya Limited**

**Mukhtar Singh**  
Whole-time Director  
DIN: 06525800