

VINYL CHEMICALS (INDIA) LTD.

Remuneration Policy

1. The Company while deciding the remuneration package of the Directors and senior management members takes into consideration the nature of responsibility of the position, employment scenario and remuneration package of the managerial talent of other comparable companies.
2. The fixed component of the remuneration package includes perquisites and allowances.
3. **Remuneration Policy for Managing Director/Executive Director(s) (if any):**
 - a) The remuneration paid to the Managing Director/Executive Director(s) of the Company is approved by the Board of Directors on the recommendations of the Nomination & Remuneration Committee.
 - b) Remuneration of the Managing Director consists of commission based on the net profits of the Company for each financial year. The commission amount is linked to the net profit of the Company for each financial year computed as per the Companies Act, 2013.
 - c) Remuneration of Executive Directors: None at present. However, if appointed in future, the remuneration shall consist of a fixed component and/or commission based on the net profits of the Company for each financial year computed as per the Companies Act, 2013.

4. Remuneration Policy for Non-Executive Directors:

Non-Executive Directors on the Company's Board of Directors add substantial value to the Company through their contribution to the Management of the Company. In addition they also play an appropriate control role. For best utilization of the expertise of the Non-Executive Directors, the Company has constituted certain Committees of the Board.

The following remuneration is payable to Non-Executive Directors:

S. No.	Particulars	Remuneration
1.	Commission	Based on the Company's performance and at a rate not exceeding 1% p.a. of the net profits of the Company which shall be distributed uniformly among all the Non-Executive Directors of the Company
2.	Sitting Fees for attending Board Meetings and Committee Meetings	As approved by the Board of Directors from time to time within the overall limits as prescribed by the Companies Act, 2013

5. Remuneration Policy for Senior Managers:

- a) Annual Increase in the fixed remuneration is based on defined criteria and subject to review by the HR Department & Managing Director and subject to the approval by the Nomination & Remuneration Committee, wherever required.
- b) One of the components of the remuneration package may be variable pay linked to defined performance parameters.
- c) Variable pay, if any, may be based on internally developed detailed performance related matrix which is verified by the Accounts and HR Departments.
