

Nomination and Remuneration Policy of Vivriti Asset Management Private Limited

Company	Vivriti Asset Management Private Limited
Name of Document	Nomination and Remuneration Policy

Effective From	November 2, 2023
Version	V2.0
Owner Department	Compliance
Approved By	Board of Directors

Version History

Date	Version	Changes	Rationale
November 2, 2023	V1.0	Initial version	-
November 6, 2024	V2.0	Multiple clauses and sections	Amendments to align with the Regulations

1 INTRODUCTION

- 1.1 Vivriti Asset Management Private Limited (“**VAM**”/“**Company**”), is required to constitute the Nomination and Remuneration Committee (“**Committee**”) as specified in Section 178 of Companies Act 2013 (“**the Act**”).
- 1.2 VAM is a debt listed entity and accordingly the provisions of Regulation 50 to 62 under Chapter V of (*as defined below*) are applicable to the Company.
- 1.3 The Committee inter alia determines and recommends to the Board of Directors (*as defined below*) of the Company the compensation payable to the Directors (*as defined below*). Remuneration for the Executive Directors consists of a fixed component and a variable component linked to the long-term version, medium term goals and annual business plans.
- 1.4 Section 178 of the Act provides that the Committee shall recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel (*as defined below*) and other employees. Further the Committee shall also formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 1.5 Accordingly, the Committee and this Nomination and Remuneration Policy (“**Policy**”) have been formulated in compliance, and the Act read along with the applicable rules thereto.
- 1.6 The Board has approved this Policy in its meeting held on November 02, 2023 and amended it from time to time thereafter.

2 OBJECTIVE

- 2.1 To lay down the criteria for identifying the persons who are qualified to become Directors and such persons who may be appointed as the Senior Management (*as defined below*) personnel of the Company.
- 2.2 To determine the qualifications, positive attributes and independence of the Board and to ensure Board Diversity.
- 2.3 To recommend the remuneration of the Directors, Key Managerial Personnel and other employees.
- 2.4 To set the criteria for evaluation of the performance of the Board and other employees of the Company.

3 DEFINITIONS

Unless otherwise stated, capitalised terms used in this Policy have the meanings ascribed to them hereunder:

- 3.1 “**Act**” shall mean the Companies Act, 2013 and the rules issued thereunder, as amended from time to time.
- 3.2 “**Board**” or “**Board of Directors**” shall mean the board of directors of the Company.
- 3.3 “**Committee**” shall mean the Nomination and Remuneration Committee of the Company.
- 3.4 “**Director**” shall mean a member of the Board of the Company.
- 3.5 “**Independent Director**” shall mean an independent director in terms of Section 149(1) of the Companies Act 2013.
- 3.6 “**Interested Person**” shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or Key Managerial Personnel or Director or promoter of the Company with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.

- 3.7 **“Key Managerial Personnel”** shall mean as defined in Section 2(51) of the Act in relation to the Company and consists of:
- a. chief executive officer or the managing director or the manager;
 - b. company secretary;
 - c. whole time director;
 - d. chief financial officer;
 - e. such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board; and
 - f. such other officer as may be prescribed by the Government.
- 3.8 **“Managing Director”** shall mean as defined in Section 2(56) of the Act in relation to the Company.
- 3.9 **“Policy”** shall mean the Nomination and Remuneration Policy of the Company.
- 3.10 **“Senior Management”** shall 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.

4 APPLICABILITY

- 4.1 This Policy shall be applicable to:
- a. Board;
 - b. Key Managerial Personnel;
 - c. Senior Management; and
 - d. Other employees of the Company.

5 INTERPRETATION

- 5.1 Terms that have not been defined in this Policy shall have the same meaning assigned to them in the or Act, as amended from time to time.

6 GUIDING PRINCIPLES

- The Policy ensures that:
- 6.1 The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors or employees of the quality required to run the Company successfully;
 - 6.2 Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - 6.3 Aligning key executive and Board remuneration with the long-term interests of the Company and its Shareholders;
 - 6.4 Minimize complexity and ensure transparency;
 - 6.5 Link to long term strategy as well as annual business performance of the Company;
 - 6.6 Promotes a culture of meritocracy and is linked to key performance and business drivers; and
 - 6.7 Reflective of line expertise, market competitiveness to attract the best talent.

7 ROLE AND RESPONSIBILITY OF THE COMMITTEE

The role and responsibility of the Committee shall be prescribed in the Nomination and Remuneration Committee Charter.

8 APPOINTMENT CRITERIA FOR THE BOARD AND OTHER EMPLOYEES

8.1 For the Board

8.1.1 Appointment Criteria

8.1.1.1 Managing Director/Whole-Time Director

- a. The Managing Director/whole-time director shall be appointed as per the applicable provisions of Act and rules made there under.
- b. The person to be appointed will be assessed against a range of criteria which shall include but shall not be limited to qualifications, skills, industry experience, fit & proper, background and other attributes required for the said position.
- c. The Managing Director/whole-time director shall have all the powers and authorities as prescribed by the Board of Directors and as provided in the Articles of Association and applicable provisions of the Act. The Managing Director/whole-time director will be overall in-charge of the business, administration and other affairs of the Company subject to the superintendence, control and directions of the Board of Directors and he shall guide, control and supervise the employees of the Company, their functions, the business carried on by the Company and all administrative matters.

8.1.1.2 Non-Executive Director

- a. The Non-Executive Director shall be appointed as per the applicable provisions of the Act and rules made there under.
- b. The person to be appointed shall be assessed on various parameters such as qualification, relevant experience and expertise, integrity, skill sets etc. The person considered to be appointed as a Non-Executive Director should possess relevant expertise which will help the person to act objectively and constructively.

8.1.1.3 Independent Director

- c. The Independent Director shall be appointed as per the applicable provisions of the Act and rules made there under.
- a. For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
- b. The appointment, re-appointment or removal of an Independent Director of the Company, shall be subject to the approval of shareholders by way of a special resolution.

8.1.2 Nomination Process:

- 8.1.2.1 The Committee shall be responsible to review the structure, composition and diversity of the Board and make recommendations to the Board on any proposed changes/ new appointments to complement the Company's objectives and strategies.
- 8.1.2.2 The Committee shall ensure that the Board has appropriate skills, professional knowledge, characteristics and experience in diverse fields like finance, banking, insurance, economics, corporate laws, administration, etc. required as a whole and by its executive directors, non- executive directors and independent directors in their individual capacity.
- 8.1.2.3 The Committee shall while identifying and selecting suitable candidates for fresh appointment/ re-appointment/ filling up casual vacancy shall inter-alia consider the following criteria:
- Consider educational and professional background and personal achievements;
 - Consider individuals who are appropriately qualified, based on their talents, experience, functional expertise and personal skills, character and qualities;
 - Consider criteria that promotes diversity, including gender, age and relevant background;
 - Engage qualified independent external advisors, if required, to assist the Committee in conducting its search for candidates that meet the criteria as laid down herein regarding the skills, experience and diversity.
- 8.1.2.4 The proposed appointee shall also fulfil the following requirements:
- Shall possess a Director Identification Number (“DIN”);
 - Shall not be disqualified under the Act;
 - Shall give his written consent to act as a Director;
 - Shall endeavour to attend all Board meetings and wherever he/she is appointed as a Committee Member, the Committee Meetings;
 - Shall abide by the Code of Conduct established by the Company for Directors and Senior Management personnel;
 - Shall disclose his/her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding, Committee membership/chairmanship at the first meeting of the Board in every financial year.
 - Such other requirements as may be prescribed, from time to time under the Act and other relevant laws.
- 8.1.2.5 Upon receiving the consent to act as a Director, the profile of the person proposed to be appointed as a Director, shall be placed before the Board for its consideration and approval.
- 8.1.2.6 As per the provisions of the Act, appointment of Directors by the Board shall be placed before the shareholders for their approval.
- 8.1.3 **Fit and Proper Criteria:** At the time of appointment/re-appointment of the Directors, the Company shall be required to follow the due diligence process as stated in applicable regulations including but not limited to SEBI (Intermediaries) Regulations, 2008 read with amendments made thereof. .
- 8.1.4 **Term and Tenure:**
- The Company shall appoint or re-appoint any person as its Managing Director or whole-time director for a term not exceeding five years at a time.
 - 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. No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, 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.

8.1.5 **Resignation/Removal:** An Independent Director who resigns or is removed from the Board of Directors shall be replaced by a new Independent Director by the Company at the earliest but not later than the six months, from the date of such vacancy. Provided that where the Company fulfils the requirement of Independent Directors in its Board of Directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new Independent Director shall not apply.

8.2 For the Employees

8.2.1 Key Managerial Personnel (KMP) and Senior Management personnel

- 8.2.1.1 Section 203 of the Act provides for appointment of whole-time Key Managerial Personnel. Such personnel shall be appointed by means of resolution of the Board containing the terms and conditions of such appointment.
- 8.2.1.2 The Key Managerial Personnel and Senior Management personnel should comprise of individuals with appropriate mix of skills, experience and personal attributes. The said employees should be adept and understand the business and the environment in which the Company operates and perform towards the achievement of Company objectives and goals.
- 8.2.1.3 For the appointment of Key Managerial Personnel and Senior Management personnel, the following criteria shall be considered:
- a. Assessing the appointee against a range of criteria which includes but not limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the respective position,
 - b. The extent to which the appointee is likely to contribute to the overall effectiveness of the organization, work constructively with the existing team and enhance the efficiencies of the Company;
 - c. Personal specifications like degree holder in relevant disciplines; experience of management in a diverse organization; excellent interpersonal, communication and representational skills; demonstrable leadership skills, commitment to high standards of ethics, personal integrity and probity, commitment to the promotion of equal opportunities and skills must also be considered.
- 8.2.1.4 The appointments of one level below the executive director shall be within the ambit of the Committee and the Committee shall be duly informed on the appointments at the Senior Management Personnel level and above.

8.2.2 Other Employees

- 8.2.2.1 The Company shall recruit individuals with high level of integrity and having desired qualification, skill sets and experience relevant to the Company's requirements for the specific position for which such individual is interviewed.

9 REMUNERATION CRITERIA FOR THE BOARD AND THE EMPLOYEES

9.1 Remuneration paid to Executive Directors (including Managing Director)

- 9.1.1 The remuneration paid to Executive Directors shall be recommended by the Nomination and Remuneration Committee and approved by the Board and such other authorities, as the case may be.
- 9.1.2 At the Board meeting, only the Non-Executive and Independent Directors participate in approving the remuneration paid to the Executive Directors. The remuneration is arrived by considering various factors such as qualification, experience, expertise, prevailing remuneration in the industry and the financial position of the company. The elements of the

remuneration and limits are pursuant to the Sections 178, 197 and Schedule V of the Act.

- 9.1.3 Remuneration for the Executive Directors consists of a fixed component and a variable component linked to the long-term vision, medium term goals and annual business plans.
- 9.1.4 **Remuneration Policy Structure** - The remuneration structure for the Executive Directors would include the following components:-
- 9.1.4.1 **Basic Salary** - Provides for a fixed, per month, base level remuneration to reflect the scale and dynamics of business to be competitive in the external market.
- Are normally set in the home currency of the Executive Director and reviewed annually.
 - Will be subject to an annual increase as per recommendations of the Nomination and Remuneration committee and approval of the Board of Directors.
- 9.1.4.2 **Commission** –
- Executive Directors will be allowed remuneration, by way of commission which is in addition to the Basic Salary, Perquisites and any other Allowances, benefits and amenities. Subject to the condition that the amount of commission shall not exceed the thresholds provided under Companies Act 2013.
 - The amount of commission shall be paid subject to recommendation of the Committee and shall be subject to approval of the Board of Directors.
- 9.1.4.3 **Perquisites and Allowances** - A basket of Perquisites and Allowances would also form a part of the remuneration structure.
- 9.1.4.4 **Contribution to Provident and Other funds** in addition to the above, the remuneration would also include: -
- Contribution to Provident and Superannuation Funds
 - Gratuity
- 9.1.4.5 **Minimum Remuneration** - If in any financial year during the tenure of the Executive Directors, the company has no profits or its profits are inadequate, they shall be entitled to, by way of Basic Salary, Perquisites, allowances, not exceeding the ceiling limit of 2,00,000 per month, and in addition hereto, they shall also be eligible for perquisites not exceeding the limits specified under the Act.
- 9.1.4.6 **Fees or Compensation** - The fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-
- the annual remuneration payable to such Executive Director exceeds rupees 5 (five) crore or 2.5 (two and a half) per cent of the net profits of the Company, whichever is higher; or
 - where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 (five) per cent of the net profits of the Company:
- Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director. For the purposes of this clause, net profits shall be calculated as per section 198 of the Act.
- 9.1.4.7 **No Remuneration** – The Executive Director may choose not to earn any remuneration from the Company.

9.2 Remuneration payable to Non-Executive Directors and Independent Directors

- 9.2.1 The Remuneration to the non-executive directors would be as per recommendations of the Committee and approval of the Board of Directors.
- 9.2.2 It would be pursuant to the provisions of sections 197 and 198 of the Act
- 9.2.3 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.
- 9.2.4 The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to Non-Executive Directors or an Independent Director, if made within the limits prescribed under the Act.
- 9.2.5 The approval of shareholders mentioned in Clause 9.2.3, shall specify the limits for the maximum number of stock options that may be granted to Non-Executive Directors, in any financial year and in aggregate.

- 9.2.6 The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds 50 (fifty) per cent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof.

9.3 Remuneration Philosophy for Key managerial personnel, Senior Management & staff

- 9.3.1 The compensation for the Key managerial personnel, Senior Management and staff at the Company would be guided by the external competitiveness and internal parity through annual benchmarking surveys.
- 9.3.2 Internally, performance ratings of all the Company's employees would be spread across a normal distribution curve.
- 9.3.3 The rating granted to an employee will be used as an input to determine variable and merit pay increases.
- 9.3.4 Variable and merit pay increases will be calculated using a combination of individual performance and organizational performance.
- 9.3.5 Grade wise differentiation in the ratio of variable and fixed pay as well as in increment percentage must be made.
- 9.3.6 Compensation can also be determined based on identified skill sets critical to success of the Company. It is determined as per management's review of market demand and supply.

10 RESTRICTIONS

- 10.1 Independent Directors shall not be entitled to any stock option.
- 10.2 No employee including Key Managerial Personnel or Director or promoter of the Company shall enter into any agreement for himself /herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution:
- a. Provided that such agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, shall be disclosed to the stock exchanges for public dissemination.
 - b. Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting:
 - c. Provided further that all Interested Persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

11 ANNUAL EVALUATION OF THE BOARD

- 11.1 The Independent Directors of the Company shall meet once on an annual basis. A formal evaluation of the Board and governance structure of the Company should be carried out by the Independent Directors as well as other Directors including but not limited to following evaluation criteria:
- a. Board effectiveness and regular functioning
 - b. Meetings and procedures
 - c. Board and Committee communication
- 11.2 Feedback, if any provided is shared and discussed at meeting of the Committee and noted by the Board.

12 REVIEW AND MONITORING

- 12.1 The information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of chief financial officer and the company secretary shall be placed before the Committee and Board of Directors.
- 12.2 This Policy is subject to review from time to time to ensure effectiveness and as and when deemed necessary, including but not limited to change in processes, business structure, changes in law, etc.
- 12.3 Committee shall monitor the implementation of this policy and shall be responsible to ensure adherence to process requirements herein. The Committee shall also be responsible to recommend changes in this Policy to the Board for its approval, from time to time.
- 12.4 In the event of any conflict between the provisions of this Policy and of the Act or any other statutory enactments, rules, the provisions of such Act or statutory enactments, rules shall prevail over this Policy.
- 12.5 Any or all provisions of this Policy are subject to such alterations/ amendment/ revisions as may be notified under the Act and the and/or issued by any relevant statutory authorities. In case any amendment/ clarification/ notification/ circular prescribed by any relevant statutory authority are inconsistent with any of the clauses of this Policy, then such amendment/ clarification/ notification/ circular shall prevail over clauses of this Policy and the Policy shall be deemed to be altered/ amended/ revised to that extent, which alteration/ amendment/ revision shall be effective from the date as laid down under the amendment/ clarification/ notification/ circular issued by any relevant statutory authority.