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VINATI ORGANICS LIMITED

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REMUNERATION POLICY

Introduction:

The Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

Scope & Applicable:

This Remuneration Policy applies to Board of Directors Key Managerial Personnel (KMP), Senior Management Personnel (in terms of Regulation 16(1)(d) of SEBI LODR Regulations) and all other employees of the Company.

Guiding principle:

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel.

While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Remuneration Framework for Directors:

As per the policy followed by the Company since inception the Non-Executive Directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Sitting fee is fixed Rs. 25000/- per Board meeting and per Committee meeting or such other fees as decided by the Board of Director upon recommendation of committee from time to time.

Remuneration of Whole-Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. When considering the appointment and remuneration of Whole-Time Directors, the Nomination & Remuneration Committee (NRC) considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The NRC while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time.

Reward principles and objectives:

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Reward Policies:

Remuneration packages for Whole-Time Directors are designed subject to the limits laid down under the Companies Act, 2013 to remunerate them fairly and responsibly.

The Whole-Time Directors' remuneration comprises of salary, perquisites and performance-based commission/ reward apart from retirement benefits like P.F., Superannuation, Gratuity, etc. as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

The Whole Time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment provide for severance payments as per the Companies Act.

Key Managerial Personnel (KMP) & Senior Management Personnel:

In accordance with Regulation 16(1)(d) of SEBI LODR Regulations, "Senior Management" shall mean the officers and personnel of the Company who are members of its core management team excluding the Board of Directors, comprising all members of management one level below the Chief Executive Officer / Managing Director / Whole Time Director / Manager (including Chief Financial Officer and Company Secretary), and functional heads.

Appointment of KMP & Senior Management Personnel and cessation of their service are subject to the approval of the NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Managing Director (MD) on the recommendation of the

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Whole Time Director concerned, where applicable, broadly based on the Remuneration Policy in respect of Whole Time Directors. Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.

2. Perquisites – in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.

3. **Retirement benefits** - contribution to PF, superannuation, gratuity, etc. as governed by respective acts and rules prevailing in the Company from time to time.

4. Motivation /Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by MD based on the appraisal and recommendation of the concerned Whole Time Director, where applicable.

5. **Severance payments** - in accordance with terms of employment, and applicable statutory requirements, if any.

Other employees:

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary, they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policies of motivation / reward / severance payments are applicable to this category of personnel as in the case of those in the management cadre.

Disclosure of information:

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements and Board's Report as per statutory requirements.

Application of the Remuneration Policy:

This Remuneration Policy shall continue to guide all future employment of Directors, Senior Management including Key Managerial Personnel and other employees.

Any departure from the policy can be undertaken only with the approval of the Board of Directors.

Amendments:

The Board of Directors / Audit Committee may review and revise this Policy from time to time on a need-driven basis or pursuant to statutory updates.

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In case of any subsequent changes or clarifications issued under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or applicable laws, the statutory provisions shall automatically prevail over this Policy.

Document History & Version Control

Version No.	Adopted / Approved By	Approval Date	Description / Summary of Changes
1.0	Board of Directors	November 14, 2015	Adoption of the Policy pursuant to Regulation 30(8) of SEBI (LODR) Regulations, 2015.
2.0	Board of Directors	May 12, 2026	Periodic Review of Policy.

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