

VIKAS PUBLISHING HOUSE PRIVATE LIMITED

Nomination and Remuneration Policy

The Company to ensure good corporate governance and transparency has formulated the Nomination and Remuneration Policy (“Policy”). This Policy has been designed to attract, motivate and retain directors and employees, improve their productivity and encouraging initiatives and their personal growth besides offering them appropriate remuneration and superannuation benefits.

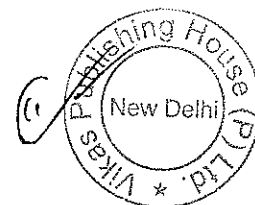
The Policy reflects the Company’s objectives for good corporate governance as well as sustained long term value creation for shareholders. This Policy applied to directors, Key Managerial Personnel and other Senior Management Personnel of the Company.

1. OBJECTIVE

- a) To lay down criteria to identify persons who are qualified to become Directors, Key Managerial Persons and in Senior Management Personnel
- b) To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons
- c) To determine remuneration based on the Company’s size and financial position, cost of living, and trends and practices on remuneration prevailing in peer companies
- d) To strike the right balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the goals of the Company

2. DEFINITION

- i. “Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time
- ii. “Board” means Board of Directors of the Company
- iii. “Directors” mean Directors of the Company
- iv. “Key Managerial Personnel” means



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- (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;
 - (v) 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
 - (vi) such other officer as may be prescribed;
- v. **“Policy”** means this Nomination and Remuneration Policy as amended by the Board from time to time
- vi. **“Senior Management Personnel”** means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the business head.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them therein.

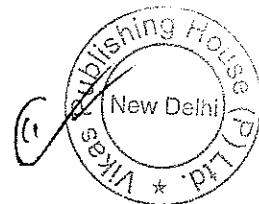
3. Principles for identification and selection of Independent Directors

The Board while identifying and recommending a person for appointing him/her as an independent director shall ensure that such person:

- a) possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business;
- b) fulfil the criteria provided for independent directors under the Act and LOADR; and
- c) has no conflict of interest with his/her duties

4. Principles for identification and selection of KMP and Senior Management Personnel

Identification and selection of KMP and employees who are part of senior management will be done on the basis of below parameters by the concerned interview panel of the Company:



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- Candidate should be educationally qualified for the role for which he/she is being appointed.
- Candidate should have necessary skills (leadership skill, communication skills, managerial skills)
- Candidate should have relevant work experience for the job
- Candidate should have good business acumen
- He/she should be intelligent & fast learner, Good Leader, Organizer & Administrator, Good Analytical skills Creative & Innovative.
- Should have strong interpersonal skills.
- Should be flexible & adaptable
- Potential for growth and the ability and willingness to take on more responsibility.
- Candidate's seriousness about working for the long term
- Should have vision & aim
- Should be ethical, honest, team player
- Positive background reference check.

5. Removal

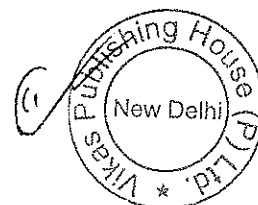
Based on the yearly evaluation of directors, the Board shall recommend the removal of directors to the members. In addition, due to any disqualification mentioned in the Act or in any other applicable law, Board may recommend the removal of Director or KMP or senior management.

6. Retirement

The Director, KMP and employees part of senior management shall retire as per the applicable provisions of the Act and the prevailing retirement policy of the Company. The Board shall have the discretion to retain the Director/KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

7. General Policies for Remuneration

A. Remuneration/compensation of Executive Directors



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- i. Remuneration / Compensation to executive directors shall be paid within the overall limits as provided in the Act. Remuneration shall be approved by the Board and, wherever applicable, approvals of shareholders and Central Governments will be taken.
- ii. Remuneration/compensation of executive directors (Managing Director and whole time director) shall be divided into fix remuneration and variable remuneration. Fixed remuneration will be paid on monthly basis and variable remuneration will be paid on annual basis once variable component of remuneration is ascertained based on the performance of the Company.

B. Remuneration/compensation of Non - Executive Directors

Remuneration to non-executive directors shall be paid in the form of sitting fee for attending meetings of Board. Sitting fee to be paid, for per meeting, subject to provisions of Act will be decided by the Board of Directors of the Company.

C. Remuneration/compensation of KMP and Senior Management Personnel

- i. Remuneration of KMP and Senior Management Personnel shall be divided into fix remuneration and variable remuneration. Fixed remuneration will be decided on the basis of the role and position of the individual, including professional experience, responsibility, job complexity and local market conditions. Fixed remuneration will be paid on monthly basis and variable remuneration will be paid on annual basis once variable component of remuneration is ascertained based on the individual performance and performance of the Company.
- i. Stock options may also be issued to KMP and Senior Management Personnel on the basis of recommendation of Board. Board shall subject to provisions of applicable laws decide the conditions related to grant, vesting, exercise and pricing of stock options.

8. Review and Amendment

- i. The Board may review the Policy as and when they deem it necessary.
- ii. The Board may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.



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iii. This Policy may be amended or substituted by the Board as and when required.

9. Disclosure and Dissemination

i. The Policy shall be disclosed in the Board's report to shareholders of the Company at the annual general meeting.

