

SHREE RENUKA SUGARS LIMITED

Nomination and Remuneration Policy

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[Pursuant to the provisions of the Companies Act, 2013 and Schedule II – Part D(A)(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 (“the Act”) read along with the applicable rules thereto and Schedule II – Part D(A)(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee (NRC or the Committee) and has been approved by the Board of Directors of the Company.

1. Definitions

- 1.1** “**Act**” means Companies Act, 2013 and rules framed thereunder as amended from time to time.
- 1.2** “**Board of Directors**” or “**Board**”, in relation to the company, means the collective body of the Directors of the Company.
- 1.3** “**Committee**” or “**NRC**” means Nomination and Remuneration/Compensation Committee of the Company as constituted or reconstituted by the Board.
- 1.4** “**Company**” means “**Shree Renuka Sugars Limited**”.
- 1.5** “**Managerial Personnel**” means Managerial Personnel or Persons, applicable under Section 196 and other applicable provisions of the Act.
- 1.6** “**Policy**” or “**This policy**” means Nomination and Remuneration Policy.
- 1.7** “**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- 1.8** “**Independent Director**” means a Director referred to in Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 1.9** “**Key Managerial Personnel**” (**KMP**) means
 - a) The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-time Director;
 - b) The Company Secretary;
 - c) The Chief Financial Officer; and
 - d) Any other personnel designated as such other than the Board of Directors
- 1.10** “**SEBI Listing Regulations**” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

- 1.11 “Senior Management”** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Act and the SEBI Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

2. Objective

The Nomination and Remuneration/Compensation Committee and this Policy shall be in compliance with Section 178 of the Act read along with the applicable rules thereto and Schedule II – Part D(A)(1) of the SEBI Listing Regulations or any other applicable law(s) or regulation(s). The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 2.1** To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 2.2** Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 2.3** Formulation of criteria for evaluation of Independent Director and the Board.
- 2.4** To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 2.5** To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 2.6** To provide Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 2.7** To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 2.8** To develop a succession plan for the Board and to regularly review the plan.
- 2.9** To assist the Board in fulfilling responsibilities.
- 2.10** To Implement and monitor policies and processes regarding principles of corporate governance.

3. Constitution of the Nomination and Remuneration Committee

The Board constituted this “Nomination and Remuneration Committee” of the Board on 27th June 2018. This is in line with the requirements under the Act and SEBI Listing Regulations. This Policy and the Nomination and Remuneration Committee Charter are integral to the functioning of the Nomination and Remuneration Committee and are to be read together. The Board has authority to reconstitute this Committee from time to time.

4. Appointment of Managerial Personnel, Director, KMP and Senior Management

- 4.1** The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- 4.2** A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- 4.3** For every appointment of an Independent Director, the Nomination and Remuneration 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:
- use the services of an external agencies, if required
 - consider candidates from a wide range of backgrounds, having due regard to diversity and
 - consider the time commitments of the candidates
- 4.4** Appointment of Non-Executive Directors is also subject to compliance with the provisions of Section 149 of the Act read with Schedule IV and rules thereunder and the SEBI Listing Regulations, as applicable.
- 4.5** The Company shall not appoint or continue the employment of any person as Managerial Personnel who has attained the age as prescribed under Section 196 of the Act. Provided that the term of the person holding this position may be extended beyond the age prescribed under Section 196 with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 years.
- 4.6** A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.
- 4.7** The Company shall not appoint any resigning independent director, as whole-time director, unless a period of one year has elapsed from the date of resignation as an independent

director.

5. Term / Tenure

5.1 Managerial Personnel

The Company shall appoint or re-appoint any person as its Managing Director and CEO or whole-time Director as per the applicable laws.

5.2 Independent Director

An Independent Director shall be appointed / re-appointed in the manner as specified under applicable laws.

5.3 Non-Executive Director

Non-executive director's office is subject to retirement by rotation at the Annual General Meeting in the manner as specified under the applicable laws.

6. Retirement

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

7. Evaluation

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

8. Removal

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Managerial Personnel, Director, KMP or Senior Management subject to the provisions of Act, SEBI Listing Regulations and all other applicable Acts, Rules and Regulations, if any.

9. Remuneration of Managerial Personnel, KMP and Senior Management

9.1 The Remuneration / Compensation / Commission etc. to Managerial Personnel, Directors, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval.

The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel and other Directors, wherever applicable, shall be subject to the prior/post approval of the shareholders of the Company by way of a, in the manner prescribed under the Act or SEBI Listing Regulations.

- 9.2** The remuneration and commission to be paid to Managerial Personnel and other Directors shall be as per the Act, and the rules made thereunder and SEBI Listings Regulations, as applicable for the time being in force.
- 9.3** Managerial Personnel, other Directors, KMP and Senior Management shall be eligible for remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Act, and the rules made thereunder and SEBI Listing Regulations for the time being in force, subject to approval of the shareholders, as may be applicable.
- 9.4** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel and Other Directors in accordance with the provisions of Schedule V of the Act, with the approval of the shareholders, in the manner prescribed under the relevant provisions of The Act.
- 9.5** If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval required under Section 197 of the Act, he / she shall refund such sums to the Company within two years or such lesser period as may be allowed by the Company and until such sum is refunded, hold it in trust for the Company.
- 9.6** Where any insurance is taken by the Company on behalf of its Directors, KMP and Senior Management, for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel subject to the provisions of the Act.
- 9.7** Only such Employees / Directors of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

10. Remuneration to Non-Executive / Independent Directors

10.1 Remuneration / Commission

The remuneration/commission shall be in accordance with the provisions of the Act read with the rules made thereunder and SEBI Listing Regulations for the time being in force.

10.2 Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

10.3 Limit of Remuneration / Commission

Remuneration / Commission may be paid as per the limits as prescribed under the Act and the SEBI Listing Regulations, and any remuneration in excess of the same shall be subject to

the approval of the shareholders in the manner prescribed under the Act or the SEBI Listing Regulations.

11. Duties in relation to nomination matters

The duties of the Committee in relation to nomination matters include:

- 11.1** Determining the appropriate size, diversity and composition of the Board;
- 11.2** Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 11.3** Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 11.4** Identifying and recommending Directors who are to be put forward for retirement by rotation;
- 11.5** Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 11.6** Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 11.7** Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 11.8** Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 11.9** Recommend any necessary changes to the Board; and
- 11.10** Considering any other matters, as may be requested by the Board.

12. Duties in relation to remuneration matters

The duties of the Committee in relation to remuneration matters include:

- 12.1** Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 12.2** Approving the remuneration of the Directors, Senior Management including KMP of the Company maintaining a balance between fixed and incentive pay, if any, reflecting short and long term performance objectives appropriate to the working of the Company.

12.3 Delegating any of its powers to one or more of its members or the Secretary of the Committee.

12.4 Considering any other matters as may be requested by the Board.

13. Review and Amendment to the policy

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration/Compensation Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

Amended on 11th February 2025