



KN AGRI RESOURCES LIMITED

'NOMINATION AND REMUNERATION POLICY'

1. PREAMBLE

This Nomination and Remuneration policy has been framed in compliance with Section 178 of the Companies Act, 2013 read along with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time.

2. DEFINITIONS

- **“Board”** – Board means Board of Directors of the Company.
- **“Committee”** – Committee means Nomination & Remuneration Committee as constituted or reconstituted by the Board from time to time.
- **“Independent Director”** – means Independent Director as defined under the Companies Act, 2013.
- **“KMP”** – means Key Managerial Personnel as defined under the provisions of the Companies Act, 2013.

3. NOMINATION POLICY

- The Committee shall identify persons who possess adequate qualification, expertise and experience for the position he/she is considered for appointment as Director, Key Managerial Personnel (KMP) or at Senior Management level Personnel (SMP) and recommend to the Board his/her appointment.
- The Company shall not appoint or continue the employment of any person as Whole-time Director / Managing Director / Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders.

4. TERM/TENURE

The Company shall appoint / re-appoint any person as its Managing Director, Whole-time Director, Executive Director, Independent Director, or Non-executive Director, for a term not exceeding the limits specified in the Companies Act, 2013, and any amendment made thereof from time to time.

5. EVALUATION

The Committee shall review the performance of every Director at regular interval or at least once in a year.

6. REMOVAL

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the applicable Act, rules and regulations.



7. BOARD DIVERSITY

The Company should endeavor to have mix of Directors with experience in diverse field's viz. Finance, Law, Management, Sales & Marketing, Technical, Administration, Corporate Governance, factory operations and other discipline related and beneficial to the Company's operations.

8. REMUNERATION POLICY

- The remuneration, compensation, commission, sitting fee, etc. to the Directors, KMP and SMP will be determined by the Committee and recommended to the Board for approval subject to limitations mentioned in the Companies Act, 2013 and the amendments made therein from time to time. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and such other authority, as may be necessary.
- If in any financial year, the Company has no profits or has inadequate profits, the Company shall pay Remuneration to Managing Director / Whole-time Director / Manager, in accordance with the procedure and limit prescribed under Section 197 and Schedule V of the Companies Act, 2013 and such other laws as may be applicable for the time being in force.

9. DISCLOSURE

The information regarding remuneration of Directors, KMP, senior management personnel shall be disclosed as and when required under applicable statutory requirements, for the time being in force.

10. AMENDMENTS

The Board may subject to applicable laws, amend any provision / substitute any provision with the new provision / replace the policy entirely with the new policy, based on the recommendations of the Committee.

11. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy, and the provisions of Companies Act, 2013 / applicable SEBI Regulations / any other statutory enactment, the provisions of latter shall prevail over the policy.

12. DISSEMINATION

This Policy shall be disclosed as may be required under the provisions of Companies Act, 2013, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, subject to applicability from time to time.

13. EFFECTIVE DATE

This Nomination & Remuneration Policy shall come into force with effect from 10.12.2021

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