



SIMRAN AGROVET LIMITED

CIN: U15400MP2017PLC043674

NOMINATION AND REMUNERATION POLICY (including director's appointment and remuneration and criteria of making payments to non-executive directors)

1. INTRODUCTION

This Nomination and Remuneration Policy (“the Policy”) has been framed in accordance with the provisions of Section 178 of the Companies Act, 2013, the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”). The purpose of the Policy is to guide the Nomination and Remuneration Committee (“NRC”) of the Company in identifying, evaluating and recommending the appointment and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company. The Policy seeks to establish a fair, transparent and reasonable process of selection and remuneration in alignment with the Company’s long-term objectives and the interests of its stakeholders.

2. OBJECTIVES OF THE POLICY

The objective of this Policy is to define the criteria for identifying persons qualified to become Directors, KMP and members of Senior Management and to recommend their appointment and removal to the Board. It further lays down the guiding principles for determining the remuneration of Directors, KMP, Senior Management and other employees. The Policy ensures that the level and composition of remuneration is reasonable, sufficient to attract and retain talent, and linked with performance. It also sets out the framework for making payments to Non-Executive Directors, including Independent Directors.

3. NOMINATION CRITERIA

In considering any appointment, the NRC evaluates a candidate’s qualifications, expertise, experience, integrity and diversity. Professional achievements, leadership qualities and the ability to contribute to the Company’s growth are also important considerations. For Independent Directors, particular emphasis is placed on independence of judgment, integrity, and compliance with the requirements prescribed under the Companies Act, 2013 and SEBI LODR.

4. REMUNERATION PRINCIPLES

The guiding principle of this Policy is that remuneration should be aligned with the Company’s overall performance, industry practices, and individual contribution. It should be structured to motivate and retain talent, while promoting the achievement of the Company’s strategic objectives. The balance between fixed and variable components is maintained, with performance-linked incentives forming part of the overall structure, where applicable. Equity among employees performing similar roles is also ensured in order to maintain fairness and transparency.

5. REMUNERATION OF DIRECTORS, KMP AND SENIOR MANAGEMENT

The remuneration of Executive Directors, such as the Managing Director or Whole-time Director, shall consist of salary, allowances, perquisites, and retirement benefits as per industry practices, performance benchmarks, and subject to the approval of the Board and shareholders, wherever required.

Performance-based incentives may also be considered, linked with achievement of business targets.

For Key Managerial Personnel and Senior Management, remuneration shall be structured to include a fixed component such as salary, allowances and benefits, along with a variable component in the form of performance bonus or incentives. The overall remuneration shall remain competitive, keeping in view the individual's role, experience and responsibilities.

The remuneration of other employees of the Company shall be determined in line with their grade, responsibilities, industry benchmarks and performance appraisals, ensuring fairness and parity across the organization.

6. CRITERIA FOR PAYMENTS TO NON-EXECUTIVE DIRECTORS (NEDS)

Non-Executive Directors, including Independent Directors, shall be entitled to remuneration by way of sitting fees for attending meetings of the Board and its Committees, as determined by the Board from time to time within the limits prescribed under the Companies Act, 2013. In addition, Non-Executive Directors may be paid commission, if approved by the shareholders, subject to the overall limits laid down under the Companies Act, 2013. They shall also be entitled to reimbursement of expenses incurred in connection with attending Board and Committee meetings or for the Company's business. Independent Directors shall, however, not be entitled to any stock options of the Company.

7. EVALUATION OF PERFORMANCE

The NRC shall undertake an evaluation of every Director's performance on an annual basis, including that of the Independent Directors, in accordance with the evaluation framework approved by the Board. The performance of the Board as a whole, its Committees, and individual Directors shall be reviewed, and the results of such evaluation shall be considered in determining the appointment, re-appointment, and remuneration of Directors.

8. COMPLIANCE AND DISCLOSURES

This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the annual report of the Company.

9. REVIEW AND AMENDMENTS

The Board may review and amend this Policy as and when required, to align it with changes in applicable laws and regulations. In case of any conflict between the provisions of this Policy and applicable laws, the latter shall prevail.

10. EFFECTIVE DATE

The Policy shall become effective from the date of its adoption by the Board of Directors of the Company.