

JAGATJIT AGRI ENGINEERING LIMITED

(formerly Jagatjit Agri Engineering Private Limited and Jagatjit Agri India Private Limited)

NOMINATION AND REMUNERATION POLICY

[Pursuant to Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 19 and Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

JAGATJIT AGRI ENGINEERING LIMITED

CIN: U29300PB2020PLC051718

Registered Office: LUDHIANA MALERKOTLA ROAD, DEHLON, LUDHIANA, PUNJAB 141118, INDIA

JAGATJIT AGRI ENGINEERING LIMITED
NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

Jagatjit Agri Engineering Limited (the "Company" or "Jagatjit") has formulated this policy to provide a framework for remuneration of members of the board of directors of the Company (the "Board" or "Board of Directors"), Key Managerial Personnel, and other employees of the Company (this "Policy").

The Company's Board has constituted a Nomination and Remuneration Committee (the "Committee"). The Company, taking forward its compliance with the regulatory requirements has formulated this Policy. This Policy is guided by the principles and objectives as enumerated in Section 178 of the Act read with Rule 6 of Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions thereto (as defined below) and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"). The above statutory provisions are reproduced in Annexure I.

The Policy has been formulated by the Company and the same was recommended for approval of the Board. The Board has approved the Policy in its meeting held on September 15, 2026

2. OBJECTIVES

The Company has formulated the Policy to provide guidance on (a) selection and nomination of Directors to the board of the Company; (b) appointment of the senior managerial personnel of the Company; and (c) remuneration of Directors, Key managerial personnel and other employees of the Company.

3. DEFINITIONS

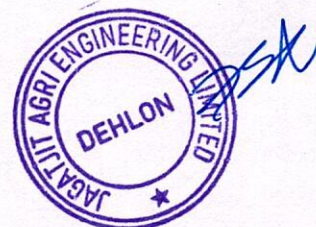
"Act" means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.

"Directors" mean members of the Board.

"Independent Directors" means a director referred to in Section 149 (6) of the Act, Regulation 16(1)(b) of SEBI LODR Regulations and other provisions of applicable law, as amended from time to time.

"Key Managerial Personnel" or "KMP" means;

- a) The Chief Executive Officer or the Managing Director or the Manager;
- b) The Whole-time Director;
- c) The Chief Financial Officer;
- d) The Company Secretary;
- e) Such other officer, not more than one level below the Directors who is in whole-time employment, designated as KMP by the Board; and
- f) Such other officer as may be prescribed.



"Other employees" mean all the employees other than the Directors, KMPs, the Senior Management Personnel, Officers or Executives.

"Senior Management" or "Senior Management' Personnel" or "SMP" shall mean officers and personnel of the Company as defined under SEBI Listing Regulations.

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

4. SCOPE OF THE POLICY

The Policy shall be applicable to the following in the Company:

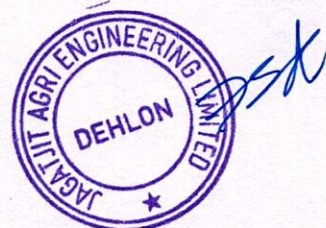
- a) Directors;
- b) KMPs; and
- c) Other employees of the Company in senior management positions

This Policy framework provides a framework for:

- a) Identifying persons who are qualified to become Directors, persons who may be appointed as KMPs and in senior management positions in accordance with the criteria laid down, and recommend to the Board for their appointment and removal and carrying out evaluation of every Director's performance (including independent Director;
- b) Identifying the criteria for determining qualifications, positive attributes and independence of a Director;
- c) Determining remuneration of Directors and KMPs and persons in senior management positions, based on factors including the Company's size, financial position, trends and practices on remuneration prevailing in peer companies in the similar industry;
- d) Specifying the manner for effective evaluation of performance of the Board, Directors, KMPs and persons in senior management positions to be carried out either by the Board, by the Committee or by an independent external agency;
- e) Assessing the independence of independent Directors;
- f) Providing them rewards, linked directly to their efforts, performance, dedication and achievements relating to the Company's operations;
- g) Retaining, motivating and promoting talent and to ensure long term sustainability of talented persons and create competitive advantage; and
- h) Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Act and rules thereunder and the SEBI Listing Regulations, whenever applicable.

5. COMMITTEE

Pursuant to the provisions of Section 178 and other applicable provisions if any, of the Act including the rules framed thereunder and Regulation 19 of the SEBI Listing Regulations, the Committee of the Company will be constituted and meet as hereunder:



- a) The Board shall determine the membership of the Committee;
- b) The Committee shall comprise of at least three directors;
- c) All directors of the Committee shall be non-executive directors, of which not less than two-thirds shall be independent directors;
- d) The Company Secretary of the Company shall act as secretary to the Committee;
- e) Terms of reference of the Committee shall be continued unless terminated by the Board;
- f) The Chairperson of the Committee shall be an Independent Director;
- g) Chairperson of the Company may be appointed as a member of the Committee but shall not chair such Committee;
- h) In the absence of the Chairperson of the Committee, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson other than chairperson of the Company;
- i) Chairperson of the Committee meeting may be present at the annual general meeting of the Company or may nominate some other member to answer the shareholders queries;
- j) The Committee shall meet at least once in a year and at such regular intervals as may be required;
- k) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.
- l) The Head of Human Resources for the Company shall assist the NRC and would be a permanent invitee to the meetings of the NRC, except in the event the meeting pertains to discussions involving the permanent invitee
- m) The quorum for a meeting of the Committee shall be either two members or one third of the members of the Committee, whichever is greater, including at least one independent director in attendance.

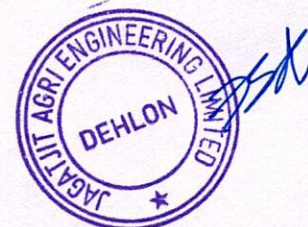
6. LETTER OF APPOINTMENT

Letter of appointment shall be issued by the Company to each Director, KMP and Senior Management based on the recommendations of the Committee on the basis of the guidelines for the same under the Act and this Policy and shall be accepted and signed by the concerned person

7. MATTERS OF BE DEALT WITH, PERUSED AND RECOMMENDED BY THE COMMITTEE:

The following matter shall be dealt by the Committee:

- a. **Size and composition of the Board:** Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;
- b. **Directors:** The Committee shall consider the following aspects while recommending the appointment of a person to the Board as a Director:
 - The candidate shall have the appropriate skill, qualifications, experience, positive attributes and independence
 - The number of companies in which the candidate holds directorship which should be as per applicable laws
 - The candidate to have the ability to exercise sound business judgment, willingness to devote time



- Good Moral reputation
- c. **Succession plans:** Establishing and reviewing Board and senior executive succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management;
- d. **Evaluation of performance:** Make recommendations to the Board on appropriate performance criteria for the Directors as and when required. Formulate the criteria and framework for the evaluation of the performance of every Director on the Board of the Company. Identify training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties. To extend or continue the term of appointment of the independent Director, on the basis of the report of performance evaluation of independent Directors.

The evaluation/assessment of the Directors shall be conducted on an annual basis. The following criteria assists in determining how effective the performances of the Directors have been: -

- Vision and clarity of roles & responsibility: The Director should have awareness of fiduciary and statutory requirements and a clearly articulated vision. This includes clarity of role as a member of the Board of the Company.
- Board Processes: The quality of board processes such as decision making (i.e. how directors ensure they are well informed to be able to make the decisions in the best interest of the Company and its stakeholders) selection and induction etc.
- Engagement with Management: How well the board engages with the management to ensure it is well supported and able to meet the needs of its members.
- Board dynamics: At the heart are the board dynamics. It is the quality of individual relationships and dialogues that directly influences the quality of decision making and relationships with key stakeholders.
- Frequency of participation: The Director should make him /her available for attending the Board meetings of the Company and be available for providing his/her guidance and support in case of need.

8. Board diversity:-

The Board shall consist of such optimum number of Directors as per the requirements of the Act and SEBI Listing Regulations, including at least one Women Director. The Committee is to assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge, skill, and perspective in the Board, in accordance with the Board Diversity Policy which is as under:

- a) The Committee shall address Board vacancies by actively considering candidates that bring a diversity of background and industry experience or related expertise. The candidates will be considered against objective criteria having due regard to the benefits of diversity on the Board.
- b) Additionally, the Committee may consider appointment of experts from various specialized fields such as defense, finance, law, information technology, corporate strategy, marketing,



business development, international business, operations management or any other professional area, so as to bring diversified skill sets on Board or succeed any outgoing Director with the same expertise. Accordingly, the Committee shall:-

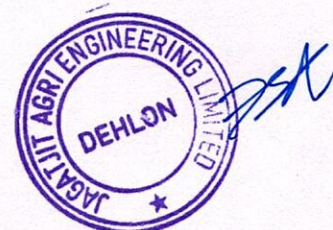
- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

The Committee will review the Board Diversity Policy periodically and recommend appropriate revisions to the Board as Committee may deem fit.

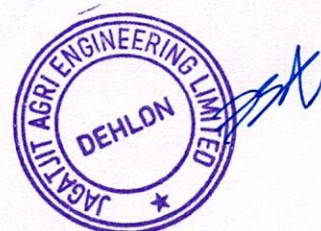
To act as Administrator and superintendent of the Stock Option Plans of the Company, once instituted;

9. APPOINTMENT CRITERIA AND QUALIFICATIONS:

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his / her appointment. The Committee shall also review the ethical and moral qualities possessed by such person, commensurate to the requirement for the position.
- b. A person to be appointed as Director, KMP or Senior Management should possess the adequate qualification, expertise, and experience for the position he/she is considered for appointment. The Committee has the discretion to decide whether the qualification, expertise, and experience possessed by a person is sufficient/satisfactory for the concerned position.
- c. A person, to be appointed as Director, should possess an impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth, and complementary skills in relation to the other Board members.
- d. The Committee shall determine the suitability of appointment of a Director by ascertaining the 'fit and proper criteria' of the candidate. The candidate shall, at the time of appointment, as well as at the time of renewal of directorship, fill in such form as approved by the Committee to enable the Committee to determine the 'Fit and Proper Criteria'. Further, the proposed person are assessed against a range of criteria which includes but are not limited to:
 - Personality, skills and professional knowledge
 - Knowledge and experience relevant to the business of the Company
 - Understanding of and experience in performing his roles and responsibilities
 - Independence of judgment
 - Educational and professional qualification(s)
 - Past performance and credentials, behavior & conduct
 - Ability to work individually as well as a member of team
 - Ability to represent the Company



- Interaction and relationship with the other members of the Board, KMPs and key stakeholders
 - Board room conduct
 - Communication skills
 - Ethics and Values
- e. 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.
- f. Independence of Directors is decided on the basis of criteria provided under the relevant provisions of the Act, read with rules made thereunder, and any modification/amendments done from time to time and as envisaged under SEBI Listing Regulations. A declaration of independence is taken from the independent Directors at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent Director.
- g. 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 70 (seventy) years. Provided that the term of the person holding this position may be extended beyond the age of 70 (seventy) years 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 the extension of appointment beyond 70 (seventy) years.
- h. The Committee shall ensure that there are appropriate induction and training programs in place for newly appointed Directors and KMPs.
- i. The Committee shall make 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.
- j. The proposed appointee shall also fulfill the following requirements:
- Shall possess a Director Identification Number;
 - shall not be disqualified under the Act, SEBI Listing Regulations and any other relevant law;
 - shall give his written consent to act as a Director;
 - shall endeavor to attend all board meetings and wherever he is appointed as a committee member, the committee meetings;
 - shall abide by the Code of Conduct established by the Company for Directors and SMP;
 - shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made; and
 - such other requirements as may be prescribed, from time to time, under the Act, the SEBI Listing Regulations and other relevant laws



10. TERM/TENURE

a) Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Chairman & Managing Director for a term not exceeding five years at a time.
- No re-appointment shall be made earlier than one year before the expiry of term of the Director appointed.

b) Independent Director:

- An Independent Director shall hold office for a term up to five years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. In case the SEBI Listing Regulations are applicable to the Company then the appointment of Independent Director shall also be approved by way of a special resolution and such other terms as provided in SEBI Listing Regulations.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for re- appointment in the Company as Independent Director after the expiry of three years from the date of cessation of the previous directorship as such in the Company. Provided that an Independent Director shall not, during the said period of three (3) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. The Committee shall take into consideration all the applicable provisions of the Act and the relevant rules, as existing or as may be amended from time to time.
- The tenure of the Key Managerial Personnel (except Managing Director and Executive Directors) and Senior Management will be governed by the general rules and regulations governing prevailing Human resources /employees policy of the Company.

11. REMUNERATION AND PERQUISITES

General

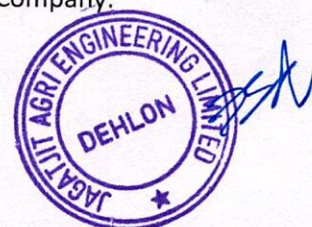
The remuneration/compensation/commission etc. to any Director will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the provisions of the Act & the rules made thereunder, and the SEBI Listing Regulations.

If any insurance is taken by the Company on behalf of its Directors, Managing Directors, Whole

Time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and/or any other employees 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. Provided that if such a person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

REMUNERATION TO MANAGING DIRECTOR AND WHOLE TIME DIRECTOR

- A. The remuneration to Managing Director and Whole Time Director of the Company shall be governed by section 197, and Schedule V of the Act along with any other enactment for the time being in force within the overall limits or as approved by the shareholders of the Company.



- B. The Committee may make such recommendations as it may consider appropriate in connection with the remuneration to Managing Director and Whole- time Director to the Board of Directors of the Company

REMUNERATION TO NON-EXECUTIVE DIRECTORS (NEDs) AND INDEPENDENT DIRECTORS (IDs)

- A. The Non-Executive Directors, other than Independent Directors of the Company may be remunerated by way of commission as percentage of net profit as decided by the Board on the recommendations of the committee in accordance with all applicable provisions of Companies Act, 2013.
- B. In addition to commission so paid, NEDs and IDs are eligible to get sitting fees for attending meetings of Board or Committee, if the Board so deems fit and approves subject to the provisions of Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.
- C. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and SEBI Listing Regulations, as amended from time to time.
- D. The aggregate commission payable to all the NEDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- E. The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- F. In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board / Board committee meetings, general meetings, court convened meetings, meetings with shareholders / creditors / management, site visits, induction and training (organized by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director

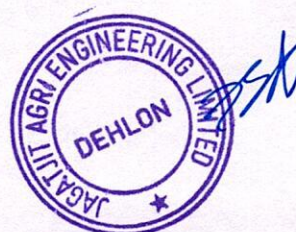
Remuneration to KMPs, Senior Management and other employees

The policy on remuneration for KMPs, Senior Management and other employees is as below:

The Committee would determine the remuneration of the Director and formulate guidelines for remuneration payable to the KMPs, Senior Management, other employees.

Annual Remuneration: Annual Remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable Component, if any, based on the extent of achievement of the individual's objectives and performance of the business unit.

The objective is to set the total remuneration at levels to attract, motivate, and retain high- caliber, and high-potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent



compensation surveys, from time to time.

12. RETIREMENT:

The Directors, KMP and any other person in senior management personnel 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 Directors, KMP, and Senior Management in the same position/remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

13. REMOVAL

- a. Due to reasons for any disqualification mentioned in the Act and rules made there under or under any other applicable law, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or any other person in senior management position, subject to the provisions and compliance of the Act and other applicable law.
- b. The removal of KMPs other than Directors and the Senior Management would be as per the internal rules and regulations of the Company.

ESOP AND OTHER FUNCTIONS

Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded as minutes and signed by the chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

14. DISCLOSURE OF POLICY

- a. The Policy shall be disclosed in the annual report of the Company, as required under Act, rules made there under and the SEBI Listing Regulations, as amended from time to time and as may be required under any other law for the time being in force.
- b. A copy of this Policy shall be handed over to all Directors, Key Managerial Personnel and Senior Management within one month from the date of approval by the Board. This Policy shall also be posted on the website of the Company and the details of this Policy, including the evaluation criteria, shall be mentioned in the Board's Report.
- c. The Company shall publish its criteria of making payments to non-executive Directors in its annual report. Alternatively, this may also be put up on the Company's website and reference be drawn in the annual report.

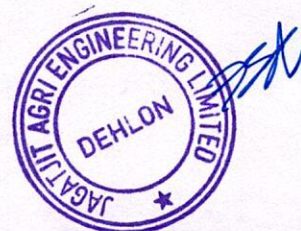


15. AMENDMENT(S)

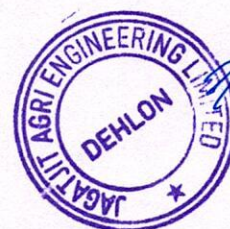
The Board may review or amend this Policy, in whole or in part, from time to time, after taking into account the recommendations from the Committee.

Annexure I

Sl. No.	Details of the statute	Contents/ provisions of the statute	Remarks
1.	Section 178 (1) of the Companies Act, 2013	The Board of Directors of every listed public company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one- half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.	The Company's Nomination and Remuneration Committee comprises of 3 non- executive independent directors only.
2.	Section 178(2) of the Companies Act, 2013	The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.	
3.	Section 178 (3) of the Companies Act, 2013	The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.	



4.	Section 178(4) of the Companies Act, 2013	The Nomination and Remuneration Committee shall, while formulating the policy under sub-section (3) ensure that— (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:	
		Provided that such policy shall be placed on the website of the company, if any, and the salient features of the policy and changes therein, if any, along with the web address of the policy, if any, shall be disclosed in the Board's report	
5.	Schedule IV of the Companies Act, 2013 [See section 149(8) of the Companies Act, 2013]	Code for Independent Directors	
6.	SEBI Listing Regulations Regulation 19(1)	The Board of directors shall constitute the nomination and remuneration committee as follows: (a) the committee shall comprise of at least three directors; (b) all directors of the committee shall be non-executive directors; and (c) at least two-thirds of the directors shall be Independent Directors and in case of a listed entity having outstanding SR equity shares, two thirds of the nomination and remuneration committee shall comprise of independent directors.	The company's Nomination and Remuneration Committee comprises of 3 non-executive independent directors.



7.	SEBI Listing Regulations- Regulation 19(2) & (2A)	The Chairperson of the nomination and remuneration committee shall be an Independent Director: Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee. (2A) The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.	The Chairperson of the company's Nomination and Remuneration committee is a non-executive independent director.
8.	SEBI Listing Regulations- Regulation 19(3) & (3A)	The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries. (3A) The nomination and remuneration committee shall meet at least once in a financial year.	This is incorporated in the Policy
9.	SEBI Listing Regulations- Regulation 19(4)	The role of the nomination and remuneration committee shall be as specified as in Part D of the Schedule II.	
10.	Schedule II of the SEBI Listing Regulations	Part D Schedule II States "Role of committee shall, inter- alia, include the following" (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees; (1A) 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: a. use the services of an external agencies, if required; b. consider candidates from a wide range of backgrounds, having due regard to diversity; and c. consider the time commitments of the candidates. (2) formulation of criteria for evaluation of performance of independent directors and the board of directors; (3) devising a policy on diversity of board of directors; (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal; (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors. (6) recommend to the board, all remuneration, in whatever form, payable to senior management.	
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