

JAGATJIT AGRI ENGINEERING LIMITED
(formerly Jagatjit Agri Engineering Private Limited and Jagatjit Agri India Private Limited)

POLICY ON CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

Approved by
Nomination and Remuneration Committee and Board of Directors
Dated: September 15, 2026

JAGATJIT AGRI ENGINEERING LIMITED
CIN: U29300PB2020PLC051718
Registered Office: LUDHIANA MALERKOTLA ROAD, DEHLON, LUDHIANA, PUNJAB 141118, INDIA



1. BACKGROUND

The policy on code of conduct for Independent Directors (the "**ID Code**") is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

Section 149 of the Companies Act, 2013 ("**Act**") read with Rule 4 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 provides for the appointment of an Independent Director. Further, in terms of Section 149(8) of the Act, the Company and its Independent Directors are required to abide by the provisions specified in Schedule IV to the Act (Code for Independent Directors).

In terms of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (the "**SEBI Listing Regulations**") the Board of Directors of the Company is required to lay down a code of conduct for all members of Board of Directors and shall suitably incorporate the duties of Independent Directors as laid down in the Act.

Accordingly, the Nomination and Remuneration Committee and Board of Directors of **JAGATJIT AGRI ENGINEERING LIMITED** (formerly known as JAGATJIT AGRI ENGINEERING PRIVATE LIMITED and JAGATJIT AGRI INDIA PRIVATE LIMITED) ("**the Company**"), in compliance with the provisions of the Act and the SEBI Listing Regulations, has formulated this Policy on Code of Conduct for Independent Directors (the "**Policy**"), which has been approved at their respective meetings held on September 15, 2026. The Policy shall come into effect from **September 15, 2026**.

2. DEFINITIONS

2.1. "**Act**" means The Companies Act, 2013, and rules and regulations made thereunder, as amended.

2.2. "**Board of Directors**" or "**Board**" means the board of directors of the Company, as constituted from time to time.

2.3. "**Company**" means **Jagatjit Agri Engineering Limited** (formerly known as Jagatjit Agri Engineering Private Limited and Jagatjit Agri India Private Limited), a public limited company registered under the Act, having its registered office at Ludhiana, Malerkotla Road, village Dehlon, Dehlon, Ludhiana, Punjab, India 141118.



2.4. "Director" shall mean a director appointed to the Board.

2.5. "Independent Director" shall mean a non-executive director, other than nominee director of the Company, appointed as such in accordance with Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the SEBI Listing Regulations.

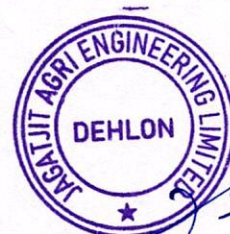
2.6. "Policy" or "ID Code" or "ID Code of Conduct" shall mean this code of conduct for independent directors.

2.7. "SEBI Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3. GUIDELINES OF PROFESSIONAL CONDUCT

An Independent Director shall:

- 3.1. uphold ethical standards of integrity and probity;
- 3.2. act objectively and constructively while exercising his/her duties;
- 3.3. exercise his/her responsibilities in a bona fide manner in the interest of the Company;
- 3.4. devote sufficient time and attention to his/her Professional obligations for informed and balanced decision making
- 3.5. not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 3.6. not abuse his/her position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 3.7. refrain from any action that would lead to loss of his/her independence;
- 3.8. where circumstances arise which make an Independent Director lose his/her independence, the Independent Director must immediately inform the Board accordingly; and



3.9. assist the Company in implementing the best Corporate Governance practices.

4. ROLE AND FUNCTIONS:

The Independent Directors shall:

- 4.1 help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 4.2 bring an objective view in the evaluation of the performance of Board and management;
- 4.3 scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4.4 satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 4.5 safeguard the interests of all stakeholders, particularly the minority shareholders;
- 4.6 balance the conflicting interest of the stakeholders;
- 4.7 determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management; and
- 4.8 moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

5. DUTIES:

The Independent Directors shall:

- 5.1. undertake appropriate induction and regularly update and refresh their skills, knowledge familiarity with the Company;



- 5.2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- 5.3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 5.4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5.5. strive to attend the general meetings of the Company;
- 5.6. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 5.7. keep themselves well informed about the Company and the external environment in which it operates;
- 5.8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 5.9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- 5.10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 5.11. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 5.12. acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 5.13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- 5.14. in accordance with Regulation 25(8) of SEBI Listing Regulations, every Independent Director



shall, at the first meeting of the Board in which he/she 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, submit a declaration that he / she meets the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 of the SEBI Listing Regulations and Section 149(6) of the Act and that he / she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

6. MANNER OF APPOINTMENT: -

- 6.1. Appointment process of Independent Directors shall be independent of the Company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- 6.2. In accordance with para 1A of Part D(A) of Schedule II of SEBI Listing Regulations, 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:
 - 6.2.1. use the services of an external agencies, if required;
 - 6.2.2. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - 6.2.3. consider the time commitments of the candidates.
- 6.3. The appointment of Independent Director shall be in accordance with relevant provisions of the Articles of Association of the Company and Applicable Laws.

The appointment of Independent Director(s) of the Company shall be approved by the shareholders by way of a special resolution, in accordance with Regulation 25(2A) of the SEBI Listing Regulations. Provided that where a special resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under sub-regulation (2A) of Regulation 25 of the SEBI Listing Regulations.



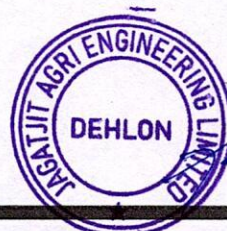
- 6.4. The explanatory statement attached to the notice of the meeting for approving the appointment of Independent Director shall include a statement that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed Director is independent of the management.
- 6.5. The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out:
- (a) the term of appointment;
 - (b) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the Company expects its Directors and employees to follow;
 - (f) the list of actions that a Director should not do while functioning as such in the Company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- 6.6. The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- 6.7. The terms and conditions of appointment of independent Directors shall also be posted on the Company's website.

7. RE-APPOINTMENT:

The re-appointment of Independent Director shall be on the basis of report of performance evaluation. Re-appointment of an Independent Director for a second term shall require approval of the shareholders by way of a special resolution in terms of Section 149(10) of the Act and Regulation 25(2A) of the SEBI Listing Regulations, and no Independent Director shall hold office for more than two consecutive terms of up to five consecutive years each.

8. RESIGNATION OR REMOVAL:

- 8.1. The resignation or removal of an Independent Director shall be in the same manner as is provided in Section 168 and Section 169 of the Act.
- 8.2. An Independent Director who resigns or is removed from the Board of the Company shall be replaced by a new Independent Director within three months from the date of such resignation or



removal, as the case may be.

8.3. Where the Company fulfils the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

8.4. In accordance with Regulation 25(11) of SEBI Listing Regulations, no Independent Director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the Board of the listed entity, its holding, subsidiary or associate company or on the Board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an Independent Director.

9. SEPARATE MEETINGS:

9.1. The Independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of non-Independent Directors and members of management;

9.2. All the Independent Directors of the Company shall strive to be present at such meeting;

9.3. The meeting shall:

9.3.1. review the performance of non-Independent Directors and the Board as a whole;

9.3.2. review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors; and

9.3.3. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

10. EVALUATION MECHANISM:

10.1. The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated, which shall include:

10.1.1. performance of the Directors; and

10.1.2. fulfilment of the independence criteria as specified in the Act and SEBI Listing Regulations and their independence from the management.

10.2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

