

# JAIKISAN AGROTECH INDIA LIMITED

(Formerly known as Jaikisan Agrotech India Private Limited)

CIN : U24290MH2021PLC366463

AN ISO 9001:2015 CERTIFIED COMPANY

Mfg. Company of Pesticides | Fertilizers | Micronutrients | Biostimulants & Seeds

Jaikisan Agrotech India Limited  
(Formerly Known as Jaikisan Agrotech India Private Limited)  
CIN: U24290MH2021PLC366463

Registered Office: Office No. C-28/C-29, Third Floor, Prozone Trade Center, Chikalhana Industrial Area, Aurangabad, Aurangabad, Maharashtra, India, 431006

Tel No: 0240-2980504; Email: mnalkar48@gmail.com

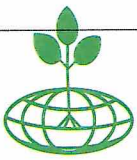
WEBSITE: [www.jaikisanagrotech.com](http://www.jaikisanagrotech.com)

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## CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

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## CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

### OBJECTIVE

This Policy lays down the criteria for making payments to Non-Executive Directors of Jaikisan Agrotech India Limited ("the Company") in accordance with applicable provisions of law and in alignment with good corporate governance practices.

The objective of this Policy is to ensure that the remuneration payable to Non-Executive Directors is fair, reasonable and sufficient to attract, retain and motivate qualified individuals, while being reflective of the size of the Company, complexity of its operations, industry standards and the Company's capacity to pay.

### LEGAL FRAMEWORK

This Policy is framed pursuant to the provisions of:

- Section 149, Section 178 and Section 197 of the Companies Act, 2013
- Applicable Rules made thereunder, including Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- Schedule IV of the Companies Act, 2013 (in respect of Independent Directors)
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as and when applicable to the Company

This Policy shall be subject to applicable statutory provisions, as amended from time to time.

### APPLICABILITY

This Policy applies to:

- Non-Executive Directors ("NEDs")
- Independent Directors ("IDs")

### REMUNERATION

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration.

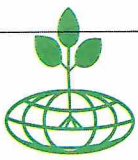
The remuneration payable to Non-Executive Directors and Independent Directors shall be governed by the provisions of the Companies Act, 2013, read with applicable Rules made thereunder and other applicable laws, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (if applicable), as amended from time to time.

Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives). Overall remuneration practices should be consistent with recognized best practices.

### SITTING FEES

Independent Directors ("IDs") and Non-Independent Non-Executive Directors ("NEDs") may be paid sitting fees for attending the meetings of the Board and of committees of which they may be members within the limits prescribed under the Companies Act, 2013 and the Rules made thereunder. Quantum of sitting fees may be subject to review on a periodic basis, as required.





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The Nomination and Remuneration Committee ("NRC"), constituted in accordance with Section 178 of the Companies Act, 2013, shall recommend to the Board the payment of sitting fees and commission within the limits prescribed under applicable law.

## COMMISSION TO NON-EXECUTIVE DIRECTORS

The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board. Such commission shall be within the limits prescribed under Section 197 of the Companies Act, 2013 and subject to approval of shareholders, wherever required.

## REMUNERATION TO INDEPENDENT DIRECTORS

IDs shall not be entitled to any stock options and may receive remuneration only by way of sitting fees, reimbursement of expenses and profit-related commission, in accordance with the provisions of the Companies Act, 2013.

## PERFORMANCE EVALUATION AND DETERMINATION OF COMMISSION

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.

## REIMBURSEMENT OF EXPENSES

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.

## REVIEW AND AMENDMENT

This Policy shall be reviewed periodically by the Nomination and Remuneration Committee and the Board of Directors and may be amended from time to time in accordance with applicable laws and regulatory requirements.

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