SAHYADRI FARMS POST HARVEST CARE LIMITED

REMUNERATION POLICY

PREAMBLE AND TITLE

This Policy shall be called the Remuneration Policy (the "Policy").

The Board of Directors (the "Board") at their meeting held on* ……………… has approved and adopted this Policy, on the recommendation of the Nomination and Remuneration Committee ("NRC"), in compliance with the requirements under the provisions of the Companies Act, 2013 and rules made thereunder (the "Act"), as amended from time to time.

OBJECTIVE

This Policy is intended to achieve the following objectives:
a) To provide framework for remuneration of the Directors, Key Managerial Personnel and other employees and align with the Company's business strategies, values, key priorities and goals.

b) To provide for rewards linked directly to the effort, performance, dedication and achievement of Company's targets by the employees.

SCOPE

This Policy covers Directors, Key Managerial Personnel and other employees.

DEFINITIONS

a) "**Applicable Law**" includes any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.

b) "**Company**" means Sahyadri Farms Post Harvest Care Limited.

Words and expressions not defined in this policy shall have the same meaning as contained in the Act and the Listing Regulations.

REMUNERATION

BOARD MEMBERS

a) The overall limits of remuneration of the board members including executive board members (i.e.) managing director, whole-time director, executive directors etc.) are governed by the provisions of section 197 of the Act read with the Rules and Schedules made thereunder and shall be approved by the shareholders of the Company if required as per the provisions of Companies Act, 2013. Approval of Board of Directors on the recommendation of NRC shall be sufficient if the remuneration is within the limits as specified in Companies Act, 2013.

The Managing Director / Whole-time Director (other than promoters), Key Managerial Personnel and other employees shall also be eligible for the grant of stock options, under the applicable Employee Stock Option Scheme of the Company, as may be decided by the Nomination and Remuneration Committee from time to time.

b) On the recommendation of the NRC, the Board shall determine the remuneration of Key Managerial Personnel and other employees. The Board can determine different remuneration for different personnel on the basis of their role, responsibilities, duties, time involvement etc.

c) While determining the remuneration to Directors, Key Managerial Personnel and other employees, the following shall be ensured:

• The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and other employees of the quality required to run the Company successfully;
• Relationship of remuneration to performance is clear and meets appropriate benchmarks and
• Remuneration to Directors, Key Managerial Personnel and other employees involves a balance of fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

REMUNERATION TO NON-EXECUTIVE DIRECTORS

Pursuant to the provisions of section 197 of the Act and the shareholders' approval, the Board has approved the following remuneration for Non-Executive Directors (including Independent Directors):

Non-Executive Directors shall be entitled to the following sitting fees attending the board meeting and the board committee meeting:

• Board Meeting – INR 50,000 per board meeting
• Committee Meeting – INR 50,000 per committee meeting
• Shareholders Meeting - INR 50,000 per shareholder meeting

The sitting fee shall be payable immediately after the board / board committee meeting to those directors who attend the meeting.

The Promoter Directors and the Independent Directors will not be entitled for grant of Stock Options.

All the Directors shall be entitled to reimbursement of reasonable expenditure incurred by him/her for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training programmes and in obtaining professional advice from independent advisors in furtherance of his/her duties as a director.

DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY

All directors of the Company would be covered by the requisite Directors and Officers Liability Insurance Policy.

ADMINISTRATION, REVIEW AND AMENDMENT OF THE POLICY

The NRC shall monitor and periodically review the Policy and recommend the necessary changes to the Board for its approval.

The Company Secretary is authorised to amend the policy to give effect to any changes/amendments notified by Ministry of Corporate Affairs or the Securities and Exchange Board of India or any other regulatory authority. The amended policy shall be placed before the Board for noting and ratification.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

* **The policy was approved by Board of Directors in the board meeting held on January 24, 2024.**