

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

*The Board shall have minimum 3 and maximum 12 directors, unless otherwise approved. No person of age less than 21 years shall be appointed as a director on the Board. The company shall have such person on the Board who complies with the requirements of the Companies Act, 2013, Provisions of the Listing Agreement, Memorandum of Association and Articles of Association of the company and all other statutory provisions and guidelines as may be applicable from time to time. Composition of the Board shall be in compliance with the requirements of Clause 49 of the Listing Agreement of the Stock Exchanges. Majority of the Directors shall have specialized knowledge/ experience in the areas like Sugar sector, Strategic management, Legal, Risk Management, Accountancy, Finance, etc. Except for whole time directors & Managing Director, no other directors are paid remuneration, but are paid only sitting fees. The MD is paid remuneration as recommended by the Remuneration Committee, approved by the Board & shareholders in the General meeting but are not paid sitting fees. MD, Company Secretary and Chief Financial Officer shall be the Key Managerial Personnel (KMPs) of the company. All persons who are Directors / KMPs, members of Senior Management and all other employees shall abide by the Code of Conduct.*

*Directors/KMPs shall not acquire any disqualification and shall be persons of sound integrity and honesty, apart from knowledge, experience, etc. in their respective fields.*

*Remuneration to Independent / Non-Executive Directors:*

**1. Payment of Remuneration:**

*None of the independent / Non-executive directors shall be entitled to any remuneration as stated in section 197(1)(ii)(a) and (b) of Companies Act, 2013.*

**2. Payment of sitting fees:**

*All the independent / Non-Executive directors shall be entitled to receive sitting fees for attending Board Meetings and / or Committee Meetings as may be decided by the Board from time to time, which shall not exceed Rs 1,00,000 per meeting. At present, they have been paid a sitting fees at the rate of Rs 10,000 to Rs 50,000 depending on whether it is a committee meeting or board meeting.*

*The sitting fees shall be payable in line with fees being paid to independent directors and shall be in comparison with company's peers. If so required, it may be enhanced within the limits of Rs 1,00,000 from time to time to attract various professionals and elite person to join the Board room.*

**3. Payment / Reimbursement of Out of pocket expenditure:**

*Besides sitting fees as stated above, the independent / non-executive directors shall also entitled to receive out of pocket expenditure for an amount not exceeding Rs 10,000 per meeting.*