



NOMINATION AND REMUNERATION POLICY

Sampre Nutritions Limited

1. Introduction

This Nomination and Remuneration Policy (“**Policy**”) has been formulated by the Nomination and Remuneration Committee (“**Committee**”) of Sampre Nutritions Limited pursuant to Section 178 of the Companies Act, 2013 (“**Act**”) read with applicable rules made thereunder 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 (“**Listing Regulations**”). The Policy provides a framework for appointment, evaluation, and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company.

2. Objectives

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend to the Board a policy relating to remuneration for Directors, KMPs and Senior Management.
- To ensure that the level and composition of remuneration is reasonable, sufficient and aligned to industry benchmarks.
- To devise Board diversity framework.
- To carry out evaluation of performance of the Board, its Committees and individual Directors.
- To retain, motivate and promote talent and ensure long-term sustainability of managerial personnel.

3. Definitions

Unless the context otherwise requires, the following terms shall have the meanings assigned to them hereunder. Words and expressions not defined herein shall have the same meaning as assigned to them under the Act or Listing Regulations, or any other applicable law or regulation in force.

- 3.1 “**Act**” means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- 3.2 “**Board**” means the Board of Directors of the Company.
- 3.3 “**Committee**” means the Nomination and Remuneration Committee constituted by the Board under Section 178 of the Act and Regulation 19 of Listing Regulations.
- 3.4 “**Directors**” means the members of the Board of the Company.

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- 3.5 **“Independent Director”** shall have the meaning ascribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations.
- 3.6 **“Key Managerial Personnel” or “KMP”** shall mean persons as defined under Section 2(51) of the Act.
- 3.7 **“Senior Management”** shall mean officers and personnel of the Company who are members of its core management team, excluding Board of Directors, and shall specifically include all members of management one level below the Chief Executive Officer/Managing Director/Whole-time Director/Manager (including Chief Executive Officer and Manager, in case they are not part of the Board) and shall specifically include the Company Secretary and Chief Financial Officer.
- 3.8 **“Policy”** means this Nomination and Remuneration Policy, as amended from time to time.
- 3.9 **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered, and includes perquisites as defined under the Income Tax Act, 1961.

4. Scope

This Policy applies to:

- 4.1 Directors (Executive, Non-Executive, Independent)
- 4.2 KMPs as defined under Section 2(51) of the Act
- 4.3 Senior Management as defined under Regulation 16(1)(d) of Listing Regulations
- 4.4 Other employees as may be determined by the Committee.

5. Constitution of the Committee

The Committee shall be constituted by the Board in accordance with Section 178 of the Act and Regulation 19 of Listing Regulations.

- Minimum three non-executive directors as members.
- At least half shall be Independent Directors.
- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company (whether executive or non-executive) may be a member but shall not chair the Committee.

6. Role of the Committee

The Committee shall:

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- 6.1 Identify persons qualified to become Directors, KMPs and Senior Management and recommend their appointment or removal.
- 6.2 Devise criteria for performance evaluation of Independent Directors and the Board.
- 6.3 Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- 6.4 Recommend to the Board policy relating to remuneration of Directors, KMPs and Senior Management.
- 6.5 Ensure that Directors' remuneration is aligned with shareholders' long-term interests.
- 6.6 Recommend Board diversity policy.
- 6.7 Review succession planning for Board and Senior Management.

7. Appointment Criteria

- 7.1 **Qualifications:** Person should have integrity, expertise, experience and proven track record in their field.
- 7.2 **Independence:** In case of Independent Directors, compliance with Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations.
- 7.3 **Diversity:** Consider attributes such as gender, age, cultural and professional background.
- 7.4 **Disqualifications:** As per Section 164 of the Act and other applicable laws.

8. Remuneration Framework

8.1 Executive Directors

- Fixed pay (salary, allowances, perquisites).
- Variable pay (performance linked, profit linked).
- Benefits (retirement and other statutory benefits).
- As per limits prescribed under Section 197 and Schedule V of the Act.

8.2 Non-Executive Directors

- Sitting fees as per Section 197(5).
- Commission, if approved by shareholders.
- Reimbursement of expenses for participation in meetings.

8.3 KMPs and Senior Management

- Fixed pay in line with industry benchmarks and individual's role/responsibilities.
- Performance linked incentives.
- Stock options as per Company's scheme, subject to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- Retirement and other statutory benefits.

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8.4 Other Employees

- Remuneration determined on the basis of role, qualifications, experience, performance, and market competitiveness.

9. Board Evaluation

The Committee shall carry out evaluation of performance of the Board, its Committees, and Directors annually.

9.1 Criteria for evaluation of Independent Directors: Integrity, independence, contribution, safeguarding interests of minority shareholders, bringing objective judgment.

9.2 Criteria for evaluation of Board / Committees: Effectiveness, decision-making, diversity, adherence to corporate governance practices.

10. Succession Planning

The Committee shall oversee succession planning for Board, KMPs and Senior Management to ensure stability and continuity in leadership.

11. Disclosure

This Policy and evaluation criteria shall be disclosed in the Annual Report and placed on the Company's website as per Section 178(4) of the Act and Regulation 46 of Listing Regulations.

12. Amendment

The Committee shall recommend amendments to this Policy in line with changes in applicable laws or Company requirements.

13. Effective Date

This Policy shall come into effect from [●] and shall supersede all earlier policies in this regard.

14. Questions

If you have any questions concerning this Policy, please contact the Company Secretary at Unit-1: Plot No. 133, Industrial Estate, Medchal - 501401, Telangana, or through email at gurbani@gurbanigroup.in, or through phone at (+91) 8418222428.