NOMINATION AND REMUNERATION ("NR") POLICY

OF

PESHWA WHEAT LIMITED

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INTRODUCTION:

In terms of Section 178 of the Companies Act, 2013 (hereinafter referred to as the "Act") and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), as amended from time to time, this policy has been formulated by the Nomination and Remuneration Committee of the Company (hereinafter referred to as the "Committee") and approved by the Board of Directors (hereinafter referred to as the "Board"). This policy shall act as guidelines on matters, among others, relating to the appointment, removal and remuneration of the directors, key managerial personnel and senior management personnel.

DEFINITIONS:

1. "Act" means Companies Act, 2013 including any statutory modification or re-enactment thereof.
2. "Board" means Board of Directors of Peshwa Wheat Limited.
3. "Policy or This Policy" shall mean this Nomination and Remuneration Policy.
4. "Remuneration" shall mean any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
5. "Independent Director" shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under 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 Listing Regulations;
6. "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and regulation 19 of Listing Regulations.

7. "Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the [persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

Words and expressions used and not defined in this Policy but defined in the Act and Rules made thereunder shall have the same meanings respectively assigned to them in the Act and the Rules.

OBJECTIVE:

The objectives and purpose of the policy are as under:

- To formulate the criteria for determining qualifications, positive attributes, and independence of a director.
- To provide standards for the appointment and removal of directors, key managerial personnel and senior management personnel.
- To recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management personnel and other employees.
- To formulate the criteria and specify the manner for evaluation of the performance of the board, board's committees and individual directors.
- To devise a policy on diversity of the board of directors.
- To develop a succession plan for the Board and Senior Management.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

APPOINTMENT CRITERIA AND QUALIFICATIONS:

(i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience for appointment to the position of Directors, KMPs and others in senior management positions.

(ii) A potential candidate should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee shall review qualifications, expertise and experience, as well as the ethical and moral qualities possessed by such person, commensurate to the requirement for the position.

(iii) The Committee shall determine the suitability of appointment of a Director by assessing the proposed person against a range of criteria as may be decided by board from time to time.

(iv) The Company shall not appoint or continue the employment of any person as a Whole-time Director who is below the age of twenty-one years or has attained the age of seventy years. Provided that a person who has attained the age of seventy years may be appointed or his term may be extended by passing a Special Resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

(v) The Company shall not appoint or continue the employment of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

(vi) The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of 5 service of an Executive Director

as an employee of the Company subject to the provisions of the law and their service contract.

(vii) The Committee shall recommend any necessary changes in the constitution of the Board, KMPs or senior management to the Board.

INDEPENDENCE OF DIRECTORS:

The qualifications of Independent Directors of the Company shall be decided on the basis of criteria provided under the relevant provisions of the Companies Act including the Companies (Appointment and Qualification of Directors) Rules, 2014 and as envisaged under the SEBI Listing Regulations. A declaration of an Independence shall be taken from each of the Independent Directors at the first meeting of the Board in which he 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.

For every appointment of an Independent Director, the 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: (a) consider candidates from a wide range of backgrounds, having due regard to diversity; (b) use the services of an external agencies, if required; and (c) consider the time commitments of the candidates.

TERM/TENURE:

The term/tenure of the Directors, Key Managerial Personnel shall be governed as per provisions of the Act, and rules made thereunder as amended from time to time and/or terms & conditions of their appointment. The term/tenure of the Whole-time Director and Independent Director shall be as follows:

Managing Director/Whole-time Director/Manager (Managerial Person):

The Company may appoint or re-appoint a person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re- appointment shall be made earlier than one year before the expiry of term.

Independent Director:

- An Independent Director may hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term up to five consecutive years on passing of a special resolution by the shareholders of the Company.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of an Independent Director, it should be ensured that number of Boards on which such Independent Director serves, is restricted to applicable regulations in force.

REMOVAL:

Due to reasons for any disqualifications mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director or Key Managerial Personnel subject to the provisions and compliance of the Act, rules and regulations. Senior Management personnel shall be appointed or promoted and removed/relieved with the authority of the Committee based on the business need and the suitability of the candidate.

RETIREMENT:

The Director, Key Managerial Personnel and Senior Management shall retire as per the applicable provisions of the Act, and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Managerial Personnel, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

REMUNERATION:

- The remuneration/compensation/ commission etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval.
- The remuneration and commission to be paid to the Managing Director/Whole-time Directors shall be in accordance with the provisions of the Act, and the rules made thereunder.
- Revision to the existing remuneration/ compensation structure may be recommended by the Committee to the Board, in the case of Managing Director/ Whole-time Director. Remuneration of Key Managerial Personnel (other than directors), Senior Management Personnel and other employees shall be as per the policy of the Company based on the grade structure in the Company.
- Revision to the existing remuneration of Key Managerial Personnel, Senior Management Personnel and other employees will be decided and approved by the Managing Director of the Company.
- Where any insurance is taken by the Company on behalf of its Chairman/Managing Director/ Whole- time Directors, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying any of them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- The level and composition of remuneration as determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- The relationship of remuneration to performance shall be clear and meet appropriate performance benchmarks.
- The remuneration to directors, Key Managerial Personnel, and senior management shall involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- The directors may receive remuneration/other payments for any other purpose whatsoever as may be decided by the Board on the recommendation of the Committee.

Remuneration to Managing Director /Whole-time Director:

Fixed pay:

The Managing Director/Whole-time Director shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Variable Pay:

The Company may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable shall be based on performance against pre-determined financial and non-financial metrics.

Provisions for excess remuneration:

If any Managing Director/Whole-time Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless approved by the company by special resolution.

Remuneration to Non-Executive/ Independent Director Remuneration:

The remuneration shall be fixed in accordance with the statutory provisions of the Companies Act, 2013 and the rules made thereunder. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Non-Executive / Independent Directors in accordance with the provisions of Schedule V of the Act.

Sitting Fees:

The Non-Executive/Independent Directors shall be paid sitting fees, as decided by the Board from time to time, for attending the meetings of the Board and Board's Committees (both statutory and other need based committees) of which they are members or invitees (attending by invitation) to the meetings. The Board may at its discretion revise the sitting fees payable to the Non-Executive/Independent Directors from time to time provided that the amount of such fees shall not exceed the limits prescribed under the Companies Act, 2013 or rules made thereunder.

Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act. Stock Options: The Independent Directors shall not be entitled to any stock option of the Company.

PERFORMANCE EVALUATION:

The performance evaluation shall be carried out in following manner:

Performance Evaluation by	Of Whom
Nomination and Remuneration Committee	Performance of individual Directors
Board of Directors	Performance of all Directors, Board and Committees as a whole. Performance of all Independent Directors excluding the Director being evaluated.
Independent Directors	Performance of Non-Independent Directors and the Board as a whole. Performance of the Chairperson of the Company.

Criteria for evaluation of the board, its committees & individual directors:

The annual performance evaluation of the Board as a whole, its Committee(s) and individual Directors including the Chairman of the Board, shall be carried out in aforesaid manner through structured questionnaire based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India, requirement of section 178 read with clause VII of schedule IV of the Act and the Guidance Note on Board Evaluation issued by Institute of Company Secretaries of India ("ICSI"), about the performance of the Board, its Committees, Individual directors, and the Chairman. All directors shall respond through the structured questionnaire with a rating on a scale of 1 to 5 on the series of assertions/questions. Based on the response to the questionnaire, a formal annual evaluation shall be made by the Board.

Changes amongst directors, key managerial personnel and senior management personnel:

The Committee may recommend to the Board, changes in Board or Key Managerial Personnel or Senior Management Personnel subject to the provisions of the Act, Listing Regulations and/or applicable Company's policies. The Key Managerial Personnel and Senior Management Personnel shall superannuate as per the applicable provisions of the regulation and prevailing policy of the Company. The Managing Director will have the discretion to retain the Key Managerial Personnel or Senior Management Personnel in the same position / remuneration or revised remuneration after attaining the date of superannuation for organizational development reasons.

REVIEW AND AMENDMENT:

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s)etc.

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