

**RAJPUTANA BIODIESEL LIMITED**  
(Formerly known as “Rajputana Biodiesel Private Limited”)

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**NOMINATION AND REMUNERATION  
POLICY**

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## ❖ PRINCIPLES AND OBJECTIVES

The Nomination and Remuneration Committee ("Committee") of the Board of Directors ("Board") of **Rajputana Biodiesel Limited** will report to the Board and shall support the Board in matters related to:

- i. Setup and composition of the Board, its committees and the leadership team of the company comprising Key Managerial Personnel ("KMP" as defined by the Companies Act, 2013), Senior Management (as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")) and executive team (as defined by the committee).
- ii. Evaluation of performance of the Board, its committees and individual directors.
- iii. Remuneration for directors, KMP, executive team and other employees.
- iv. Oversight of the familiarization programme of directors.
- v. Oversight of the HR philosophy, HR and People strategy and key HR practices.

The Policy shall come into force with effect from the date of listing of the equity shares of Rajputana Biodiesel Limited on EMERGE Platform of NSE Limited ("NSE EMERGE").

## ❖ COMPOSITION

1. The committee shall comprise at least three or more non-executive directors out of which not less than two-third shall be independent directors.
2. The Chairman of the committee shall be an independent director, from amongst the members of the committee.
3. The Company Secretary of the company shall act as the secretary to the committee and will be responsible for taking adequate minutes of the proceedings and reporting on actions taken in the subsequent meeting.

## ❖ MEETINGS

The committee shall meet as often as needed to discuss matters. The committee shall meet at least once in a year.

## ❖ QUORUM FOR THE MEETING

The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

## ❖ AUTHORITY AND POWER

The committee shall have the power to:

- Investigate any matter within the scope of this charter or as referred to it by the Board.
- Seek any information or explanation from any employee or director of the company.

- Invite such executives, as it considers appropriate to be present at the meetings of the committee.
- Ask for any records or documents of the company.

The committee may also engage (at the expense of the company) independent consultants and other advisors and seek their advice on matters related to discharge of their responsibilities.

#### ❖ **RESPONSIBILITIES**

The responsibilities of the committee shall include the following:

##### **Board Composition and Succession Related:**

- Recommend to the Board the setup and composition of the Board. This shall include “Formulation of the criteria for determining qualifications, positive attributes and independence of a director”. This also includes periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- For every appointment of an independent director, the Nomination and Remuneration 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) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
- Support the Board in matters related to the setup, review and refresh of the committees.
- Devise a policy on Board diversity.
- Recommend to the Board the appointment or reappointment of directors. For the purpose of identification of prospective directors, the committee may be supported by Group Executive Office.
- Recommend to the Board, the appointment of KMP and Senior Management. The committee shall consult the Audit Committee of the Board before recommending the appointment of the Chief Financial Officer(“CFO”).
- Formulate and recommend to the Board plans for orderly succession for appointments to the board (MD & ED), KMPs and other senior management.

#### ❖ **PERFORMANCE EVALUATION:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (“Listing Regulations”) and the Companies Act, 2013, evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency.. The criteria for evaluation of the performance of the Board, its Committee and Individual Directors shall be framed by the Committee in consultation with the Board.

Performance of the Board and Board Committees shall be evaluated on various parameters such as structure, composition, quality, diversity, experience, competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors shall be evaluated on parameters, such as meeting attendance, participation and contribution, responsibility towards stakeholders and independent judgement.

The Managing Director shall be evaluated on certain additional parameters, such as Performance of the Company, leadership, relationships and communications, recognition and awards to the Company.

Independent Directors shall be evaluated:

- Devotion of sufficient time and attention towards professional obligations for independent decision and acting in the best interest of the Company.
- Provides strategic guidance to the Company and determine important policies with a view to ensure long-term viability and strength.
- Bringing external expertise and independent judgement that contributes to the objectivity of the Board’s deliberation, particularly on issues of strategy, performance and conflict management.

#### ❖ **TERM / TENURE:**

##### **1. MANAGING DIRECTOR / WHOLE-TIME DIRECTOR / MANGER (MANAGERIAL PERSONNEL)**

The Company shall appoint managerial personnel as per the Companies Act, 2013 and Listing Regulations. The Company shall appoint or re-appoint any person as its Managing Director/Whole-time Director/Manager 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

##### **2. INDEPENDENT DIRECTOR**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s report. 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 Independent Director, it should be ensured that

number of Boards on which such Independent Director serves, is restricted to applicable regulations in force

#### ❖ **REMUNERATION TO EXECUTIVE DIRECTOR & KMP'S**

- The Committee shall recommend the remuneration policy for the directors, KMP, Senior management and other employees. This includes review and recommendation of the design of annual and long term incentive plan (includes deferred payment plans, equity plans, etc.) for Managing Director (“MD”)/ Executive Directors (“ED”), KMPs and the executive team. While formulating such a policy the committee shall ensure that
  1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  3. remuneration to Directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- On an annual basis, recommend to the Board the remuneration payable to directors, KMPs and senior management of the company. This includes review and recommendation of actual payment of annual and long term incentives for MD/ EDs, KMPs and executive team.
- Review matters related to remuneration and benefits payable upon retirement and severance to MD/ EDs, KMPs and executive team.
- Review matters related to voluntary retirement and early separation schemes for the company.
- Provide guidelines for remuneration of directors on material subsidiaries.
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMPs and Senior Management.
- This includes review and approval of any information related to directors, KMPs, executive team and their remuneration to be presented in the annual report or other external communications (statutory or otherwise).

#### ❖ **SITTING FEES TO NON-EXECUTIVE DIRECTOR**

##### **REMUNERATION/ COMMISSION**

The remuneration/commission may be paid to Non-executive directors in accordance with the statutory provisions of the Act and the rules made there under for the time being in force and with the approval of shareholders.

##### **SITTING FEES**

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof as approved by the Board on the

recommendation of the Committee. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

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.

### **STOCK OPTIONS**

An Independent Director shall not be entitled to any stock option of the Company.

#### **Remuneration payable to Director for services rendered in other capacity**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity, unless:

- a) The services rendered are of a professional nature; and
- b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

### **❖ BOARD DEVELOPMENT:**

The company shall familiarize the Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

### **❖ REVIEW OF HR STRATEGY, PHILOSOPHY AND PRACTICES:**

Review HR and People strategy and its alignment with the business strategy periodically or when a change is made to either.

Review the efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMPs and executive team).

### **❖ OTHER FUNCTIONS:**

Perform other activities related to the charter as requested by the Board from time to time.

### **❖ REPORTING**

The committee will periodically report to the Board on various matters that it has considered.

### **❖ REVIEW OF POLICY**

The Nomination and Remuneration Committee shall review this Policy from time to time and recommend suitable changes as may be required for the approval of the Board.

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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Reviewed and amended w.e.f. 21<sup>st</sup> December, 2024

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