

REMUNERATION POLICY OF GOBIND SUGAR MILLS LIMITED

The Remuneration Policy of Gobind Sugar Mills Limited and its subsidiaries (the “Company”), is designed to attract, motivate and retain exceptional employees in a competitive and growing environment. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to the Company's senior management, including its Board of Management and Board of Directors.

Reward principles and objectives

The Company, while deciding the remuneration package of the senior management, takes into consideration the following items:

- a. Job profile and special skill requirements.
- b. Prevailing compensation structure in companies of similar size and in the industry.
- c. Remuneration package of comparable managerial talent in other industries.

The Non-Executive Directors are paid only sitting fees as approved by the Board.

The management reviewed and realigned the strategy of the business to accelerate organic revenue growth, drive margins and improve EPS performance. Remuneration structure design was modified to support that strategy. Short-term and long-term performance measures have been selected based on our annual focus on profitability and organic revenue growth, as well as strategic measures reflecting customer experience and key products. Short-term incentivisation is reinforced by our long-term measures which balance, amongst other matters, profitability, organic growth and the creation of sustainable shareholder value.

Statutory payments, Pension contributions, made in accordance with applicable laws and employment agreements. Severance payments in accordance with termination clauses in employment agreements, it shall comply with legal framework.

Reward policies

Attract and retain: Remuneration packages are designed to attract high-calibre executives in a competitive international market which includes private-equity backed organisations as well as listed companies, and remunerate executives fairly and responsibly.

Motivate and reward: Remuneration is designed to motivate delivery of our key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short- and long-term.

Reward principles

Alignment with the wider Group: The remuneration policy for executives reflects the overriding remuneration philosophy and principles of the wider Group. When determining the remuneration policy and arrangements for Executive Directors, the Remuneration Committee considers pay and employment conditions elsewhere in the Group to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context. The Remuneration Committee receives information on bonus levels and base salary reviews for other managers around the Group for this purpose.

Stretching performance targets: The Remuneration Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of stretching corporate performance targets and a strong alignment of interest with shareholders. Reflecting our pay for performance policy, bonus and share awards are linked to performance conditions with pre-determined targets. No payment is made below threshold levels of performance and, at stretch levels of performance, 70% of total compensation is delivered through performance-related incentives paid in a combination of cash and shares.

Executive Remuneration – Board of Management

Executive remuneration is proposed by the Company's Remuneration Committee and subsequently approved by the Board of Directors. The Company currently have only one full time director (Managing Director). The remuneration shall be comprised of a fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.

Board members are not offered stock options or participation in incentive schemes.

Individual board members may take on specific ad hoc tasks outside their normal duties assigned by the Board. In each such case, the Board may determine a fixed fee for the work carried out related to those tasks, which shall be disclosed in the Company's annual financial statements.

Alignment with group:

Our remuneration policy is linked to our Group strategy as significant proportion of remuneration is performance-based derived from our shareholders. Our bonus deferral policy and shareholding guidelines also foster an ongoing commitment to the business from our executives.

The Company's Remuneration Policy shall be published on its website.