

**Last Amended: 12<sup>th</sup> August, 2025**

## **CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTORS**

### **Background:**

With changes in the Corporate Governance norms, the role and responsibilities of Non- Executive Directors (NED) and the degree and quality of their engagement with the Board has undergone a substantial change over a period of time. The Non-executive Directors bring in a wider perspective in the deliberations and decision making of the Board which adds value to the Company. They also play a crucial role in the Independent functioning of the Board.

Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred as “Listing Regulations”), requires every Company to publish its criteria of making payments to Non- Executive Directors in its annual report. Alternatively, as per Regulation 46 (2) of Listing Regulations, this may be put up on the Company’s website and reference may be drawn thereto in its annual report.

**Following are the criteria for making payments to Non –executive Directors of the Company.**

### **Sitting Fee:**

The Non-executive Director(s) shall receive Sitting fees for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (Listing Regulations) or other applicable law.

### **Commission:**

Under the Companies Act, 2013, section 197 allows a company to pay remuneration to its Non-Executive Directors either by way of a monthly payment or at a specified percentage of the net profits of the Company. Further, the section also states that where the Company has either a Managing Director or Whole-Time Director or Manager, then a maximum of 1% of its net profits can be paid as remuneration to its Non-Executive Directors. In case there is no Managing Director/s or Whole-Time Director or Manager, then a maximum of 3% of net profit can be paid. Thus, the basis of payment to the Non-Executive Directors is the net profit of the Company.

### **Minimum remuneration:**

If in any financial year, a Company has no profits or its profits are inadequate, the Company can pay remuneration to Non- Executive Director, including an Independent Director by way of remuneration in accordance with the provisions of applicable law including section 197 read with the provisions of Schedule V of the Companies Act, 2013.

### **Professional Fees:**

Under the Companies Act, 2013, Section 197 allows a Company to pay remuneration to its Non-Executive Directors for services rendered by any such Director if:

The services rendered are of Professional nature; In the opinion of the Nomination and Remuneration Committee, if the Company is covered under sub-section (1) of section 178, or the Board of Directors in other cases, the Director possesses the requisite qualification for the practice of the profession.

As per the provision of Section 188 of the Companies Act, 2013, the Audit Committee and the Board of Directors of the Company shall approve the Professional fees to be paid to Non-Executive Director(s), and with the approval of the Shareholders where ever required.

**Refund of excess remuneration paid:**

If any such Director draws or receives, directly or indirectly, by way of fee/remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it.

**Reimbursement of actual expenses incurred:**

Non-Executive Directors may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/Committee Meetings or for Company's work.

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of Non-Executive Directors.

**Payment to Independent Directors:**

An Independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission up to a certain percentage of net profits in such proportion, as may be permissible under the applicable law.

**Review:**

This policy will be reviewed and amended by the Board, as and when required.

**Amendment:**

In the event of any conflict between the Act or the SEBI regulations or any other statutory enactments ("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment / modification in the Regulations, in this regard shall automatically apply to this policy.

**Dissemination of Policy**

This Policy shall be uploaded on the Company's website for investors and public information and a web link thereto shall be provided in the Board's Report as part of the Annual Report of the Company.

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