



Indo Count Industries Limited

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

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The Non-Executive Directors (NED's) 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. The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time. In view of this, following are the criteria of making payment to NED's.

1. **Sitting Fees:** Non Executive Independent Directors ("NEID's") shall be entitled to receive fees for attending meetings of the Board or Committee of the Board or for any other purposes as may be decided by the Board, of such sum as may be approved by the Board of Directors of the Company within the overall limits prescribed under the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") or other applicable law.
2. **Commission:** The Non-Executive Directors of the Company may be entitled to receive remuneration by way of commission or reimbursement of expenses as may be recommended by Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company. The said remuneration will be within the limits specified in the Companies Act, 2013, Schedule V and rules made thereunder and Listing Regulations. The approval of shareholders be obtained, if required and in that case remuneration shall be within the overall limits approved by the shareholders of the Company.
3. **Reimbursement** of actual expenses incurred: NEIDs may also be paid / reimbursed such sums incurred as actual for travel, incidental and / or actual out of pocket expenses incurred by such Director for attending Board / Committee Meetings.
4. **Stock Options:** An Independent Director shall not be entitled to any stock options of the Company.
5. While recommending the remuneration, sitting fees, commission to Independent Directors, NRC and Board shall consider their roles, responsibilities and performance.

The aforesaid criteria shall be subject to review by NRC and the Board of Directors of the Company whenever considered necessary. In case of any conflict between the provisions of criteria and of Statutory Provisions, the Statutory Provisions shall prevail over criteria. Any subsequent amendment/ modification in the Statutory Provisions shall automatically apply to these criteria.