SUNKIND INDIA LIMITED

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

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1. INTRODUCTION

1.1 This policy for the Payment to Non-Executive Directors has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors ("**Policy**").

1.2 This Policy is guided by the principles and objectives as enumerated by the Companies Act, 2013 and the rules made thereunder, each as amended ("**the Act**") and and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

2. REMUNERATION:

2.1 The NR Committee will recommend to the Board the remuneration to be paid to the Non-Executive Directors. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks.

2.2 The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. Sitting fee shall be paid as may be decided by the Board for attending each Board meeting and Committee(s) meeting thereof.

2.3 Payment or reimbursement of such fair and reasonable expenditure, as may have been incurred while performing role as an Independent Director of the Company, which could include reimbursement of expenditure for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training organized by the Company for its Directors, subject to prior consultation with Board, in the furtherance of duties as an Independent Director.

2.4 All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the NR Committee and approved by the Board or shareholders, as the case may be.

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2.5 An Independent Director shall not be eligible to get Stock Options, if any, and also shall not be eligible to participate in any share-based payment schemes of the Company.

3. AMENDMENT(S)

3.1 This Policy may be reviewed, amended or substituted by the Board on the recommendation of the NR Committee as and when required and where there are any statutory changes necessitating any change in the Policy. Any subsequent notifications, circulars, guidelines or amendments under the Act and the SEBI Listing Regulations as may be issued from time to time shall be mutatis mutandis applicable without any further modification or amendment in this Policy.

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