Chemistry of Success at Work

Meghmani Organics Limited

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Criteria for Making Payments to Non-Executive Directors

The Non-Executive Directors ("NEDs") of the Company shall be paid remuneration in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as amended from time to time.

The remuneration payable to Non-Executive Directors shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee ("NRC"), taking into consideration the following criteria:

1. **Role and Responsibilities**
   The remuneration shall be commensurate with the role, duties, responsibilities, time commitment and contribution made by the Non-Executive Director towards the growth and governance of the Company.

2. **Board and Committee Participation**
   Consideration shall be given to participation in Board meetings, Committee meetings and other official engagements of the Company.

3. **Qualification, Experience and Expertise**
   The professional qualification, industry experience, knowledge, expertise and overall contribution of the Non-Executive Director to the Company shall be considered while determining remuneration.

4. **Industry Practices and Benchmarking**
   The remuneration structure shall be aligned with prevailing industry practices and shall be comparable with remuneration paid by peer companies of similar size and nature.

5. **Sitting Fees**
   The Company may pay sitting fees to the Independent Directors for attending meetings of the Board of Directors and Committees thereof, within the limits prescribed under the Companies Act, 2013 and the applicable rules made thereunder. Non-Independent Non-Executive Directors shall not be entitled to sitting fees, unless otherwise decided by the Board in accordance with applicable laws.

6. **Reimbursement of Expenses**
   The Non-Executive Directors (Independent Director) may be reimbursed for expenses incurred in connection with attending Board/Committee meetings or in relation to the business of the Company.

7. **No Stock Options**
   Independent Directors shall not be entitled to any stock options of the Company, unless otherwise permitted under applicable laws.

8. **Review of Remuneration**
   The NRC shall periodically review the remuneration payable to Non-Executive Directors to ensure that it remains reasonable, sufficient and aligned with the objectives of attracting and retaining qualified directors.

The payment of remuneration to Non-Executive Directors shall always be subject to the approval of the Board, shareholders, wherever required, and compliance with applicable statutory provisions.

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