

## **CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS OF LEAP INDIA LIMITED**

### **1. \*REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS**

- 1.1. Subject to Applicable Law, Non-Executive and Independent Directors (“NEDs”) will be paid remuneration by way of sitting fees and commission. The remuneration / commission / compensation to the NEDs will be determined by NRC and recommended to the Board for its approval. Provided that for Independent Directors and women Directors, the sitting fee shall not be less than the sitting fee payable to other Directors.
- 1.2. The NED’s will be entitled for the Commission as may be approved by the shareholders of the Company from time to time, in accordance with the provisions of Applicable Laws. The commission to be paid will be restricted to a fixed sum within the above limit annually on the basis of their tenor in office during the financial year.
- 1.3. The payment of the commission to the NEDs will be placed before the Board every year for its consideration and approval. The sitting fee payable to the NEDs for attending the Board and Committee meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to compete with the maximum fees (given to NEDs) in such class of companies.
- 1.4. Keeping with evolving trends in industries and considering the time and efforts spent by specific NEDs, the practice of paying differential commission will be considered by the Board.
- 1.5. NEDs will not be eligible to receive stock options under the existing employee stock option scheme(s) (“ESOP”) of the Company.
- 1.6. NEDs are entitled to reimbursement of reasonable expenditure incurred by him/her, including all travelling and other expenses they incur for attending to the Company’s affairs such as attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training programmes and in obtaining professional advice from independent advisors in furtherance of his/her duties as a director of the Company.
- 1.7. The remuneration payable by the Company to NEDs shall be subject to the conditions specified in the Act and the Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

**\*Extracted from Nomination, Remuneration Policy of LEAP India Limited**