

DISA India Limited
Criteria of Making Payments to Non-Executive Directors of the Company Policy

[In terms of Regulation 46(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Section 197 of the Companies Act, 2013 ('the Act')]

Within the parameters prescribed by law, DISA India Limited pays the sitting fees and commission to its Independent Directors as recommended by the Nomination and Remuneration Committee and approved by the Board. These payments are subject to tax and statutory deductions or levies.

The Non-Independent Directors being Promoter Employee Directors of the Company are not entitled to any remuneration, i.e., either sitting fees or commission as per the policy of the Company. However, remuneration i.e. either sitting fees or commission may be paid to such Non-Executive Non-Independent, as may be determined by the Nomination and Remuneration Committee/ Board/ Shareholders.

Sitting Fees and Commission:

Independent Directors and Non-Executive Non-Independent Directors, as determined by the Nomination and Remuneration Committee/ Board/ Shareholders of the Company are entitled to remuneration i.e. either sitting fees for attending meetings of the Board or Committees thereof and commission as under:

Meetings	Sitting fees for Chairperson per Meeting	Amount (In Rs.)
Sitting fees for each Director/Member per Meeting		
I. Board Meeting	65,000	20,000
II. Audit Committee	40,000	20,000
III. Nomination and Remuneration Committee	40,000	20,000
IV. Stakeholders' Relationship Committee	40,000	20,000
V. CSR Committee	40,000	20,000
VI. Risk Management Committee	40,000	20,000
Annual Commission for each Independent Directors and Non-Executive Non-Independent Directors, as determined by the Nomination and Remuneration Committee/ Board/ Shareholders of the Company*	5,00,000	

**Proportionate for period of Board membership, subject to the approval of Board and shareholders, if required.*

The Nomination and Remuneration Committee, from time to time, reviews and if necessary, makes recommendations to the Board to revise the sitting fees and commission payable to Non-Executive Directors.

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Reimbursement of actual expenses incurred:

All the Non-Executive Directors are entitled to the payment/ reimbursement of actual travelling expenses and incidental/out of pocket expenses incurred by such Director for attending Board/Committee Meetings, General Meetings, meetings with shareholders/creditors/management, site visits, induction, training and familiarization programs (organised by the Company for Directors), and for such other purposes as may be approved by the Board from time to time.

Amendments:

The Company reserves the right to modify and/or amend this document at any time based on the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Signed by:

Lokesh Saxena

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Lokesh Saxena

Managing Director & CEO