



# **INDIA GELATINE & CHEMICALS LIMITED**

## **CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**

Non-Executive Directors (NEDs), including Independent Directors (IDs), play an important role in providing independent judgment and contributing to the effective functioning of the Board.

The remuneration of NEDs shall be determined based on the size of the Company, nature and complexity of its operations, and industry practices.

NEDs and IDs are paid sitting fees for attending meetings of the Board and its Committees, within the limits prescribed under applicable laws. The quantum of sitting fees may be reviewed from time to time and shall be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board.

Payment of remuneration (other than sitting fees), including commission, may be considered in accordance with applicable laws and subject to necessary approvals, as and when deemed appropriate. Such remuneration, if paid, shall be reasonable and aligned with the Company's performance, shareholder value creation, and overall contribution of the Directors.

The Company may reimburse reasonable expenses incurred by Directors in the course of performing their duties.

The overall remuneration should be reasonable and sufficient to attract, retain and motivate qualified Directors and be consistent with recognised best practices. The Nomination and Remuneration Committee shall review and recommend the compensation payable to NEDs, taking into account factors such as attendance, participation, and contribution, and this policy shall be subject to periodic review by the NRC and the Board.