

Payment of Remuneration to Non-Executive Directors



SITTING FEES



Paid for attending
Board & Committee Meetings

PROFIT COMMISSION



Percentage of Profits
as Commission

DIRECTORS' FEES



Fixed Annual Fee
as Compensation

Payment of Remuneration to
Non-Executive Directors

1. Preamble

This policy sets out the framework for the payment of remuneration to Non-Executive Directors (NEDs), including Independent Directors, of Nirmitee Robotics India Limited (“the Company”).

2. Objective

The Objective of this Policy is to ensure that (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Non-Executive Directors of the quality required to run the Company successfully; (ii) relationship of remuneration to performance is fair, transparent and meets appropriate performance benchmarks. (iii) the regulatory requirements are complied.

3. Scope

This policy applies to all Non-Executive Directors and Independent Directors serving on the Board of Nirmitee Robotics India Limited. This policy does not cover Executive Directors, whose remuneration is determined separately.

4. Definitions

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time. “**Board**” or

“**BoD**” means Board of Directors of the Company.

“**Directors**” mean Directors of the Company.

“**Independent Director**” means as defined under section 2(47) of the Companies Act, 2013.

“**Non-Executive Director**” (**NED**) means a director who does not engage in the day-to-day management of the organization but provides independent oversight, governance, and strategic advice.

5. Remuneration Structure

The compensation for Non-Executive Directors and Independent Directors will be determined based on the following components:

Board Fees: Fixed fees for their contributions to the Board, which may be structured as an annual retainer or per-meeting attendance fees.

Committee Fees: Additional fees for involvement in Board committees (e.g., Audit Committee, Nomination and Remuneration Committee) to reflect the additional responsibilities associated with these roles.

Re-imbursment of Expenses: Re-imbursment of expenses incurred during Board and committee meetings, including travel and accommodation costs.

Profit-linked Incentives (where applicable): Performance or profit-based rewards, such as bonuses or stock options, provided these are approved by shareholders and comply with regulatory guidelines.

6. Criteria for Determining Remuneration

The remuneration for Non-Executive Directors and Independent Directors will be based on the following criteria:

- **Level of responsibility and experience:** The experience, knowledge, and expertise of the Director in relation to the organization's needs.
- **Time commitment:** The amount of time required to attend Board and committee meetings, as well as contribution to the organization's governance.
- **Market competitiveness:** Remuneration will be benchmarked against companies of a similar size and industry, and geographic location to ensure fairness and competitiveness.
- **Legal and Regulatory Compliance:** All remuneration will strictly adhere to applicable laws and regulations, such as the Companies Act, listing regulations of stock exchanges, and other regulatory bodies.

7. Payment of Remuneration to the Non-executive Directors

- **Board Fees:** Non-Executive Directors will receive an annual fee or a fee per meeting, as determined by the Board. The amount may vary based on the director's role (e.g., Chairman, Committee Chair, or member of the Board)
- **Committee Fees:** Non-executive Directors who serve on specific committees will be paid an additional fee, which will be decided by the Board. The fee structure may differ depending on the nature and complexity of the committee's responsibilities.
- **Stock Options or Share-Based Compensation:** If applicable, Non-Executive Directors may be entitled to receive stock options or other equity-linked compensation, subject to shareholder approval and compliance with relevant regulations.
- **Reimbursement of Expenses:** Directors will be reimbursed for all reasonable expenses incurred while attending meetings or performing their duties, as approved by the Board.
- **No Performance-linked Remuneration (unless applicable):** Non-Executive Directors will not be eligible for performance-linked remuneration, other than the stock options or bonus schemes that may be in place, subject to shareholder approval.

8. Independent Director Fees

Independent Directors will receive remuneration as per the following provisions:

- **Annual Fees:** As approved by the Board and shareholders, Independent Directors will receive an annual fee, which may vary based on the director's specific role and responsibilities.
- **Committee Fees:** Independent Directors will be compensated for participation in committees, including the Audit Committee, Remuneration Committee, and any other committees they may serve on.
- **Reimbursement of Expenses:** All reasonable travel and accommodation expenses incurred by Independent Directors while performing their duties will be reimbursed.

- Pursuant to the Provisions of the Companies Act 2013, an Independent Director of the Company shall not be entitled to any stock option of the Company.

G. Review of Remuneration

The remuneration policy will be reviewed at least annually by the Nomination and Remuneration Committee (or equivalent committee) to ensure that the remuneration structure is competitive, equitable, and in line with the organization's strategic goals. Any changes to the policy must be approved by the Board of Directors and shareholders, as required.

10. Compliance with Regulatory Requirements

The payment of remuneration to Non-Executive and Independent Directors will comply with all applicable laws, regulations and listing requirements. The organization will ensure that no payment is made to directors except as approved by the Board and the shareholders.

11. Disclosure of Remuneration

Remuneration paid to Non-Executive Directors and Independent Directors will be disclosed in the company's annual report, in accordance with the applicable legal and regulatory requirements.

12. Review of Policy

This policy will be reviewed annually or on need to ensure that it continues to align with applicable laws, best practices, and the Company's values. Any necessary updates will be communicated to employees promptly.