



## **EMERALD LEISURES LIMITED**

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

**(Approved by the Board of Directors of Emerald Leisures Limited on May 18, 2026)**

With changes in the Corporate Governance norms, the role and responsibilities of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board have undergone a substantial change over a period of time. The Non-executive Directors bring in a wider perspective in the deliberations and decision-making of the Board which adds value to the Company. They also play a crucial role in the independent functioning of the Board.

The Nomination and Remuneration Committee (NRC) shall recommend the remuneration structure, which shall be approved by the Board and, where required, by the shareholders.

Non-Executive Directors of the Company are entitled to: -

#### **Purpose:**

This Policy lays down the criteria for payment of remuneration to Non-Executive Directors.

#### **Sitting Fee:**

Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the limits prescribed under the Companies Act, 2013 (presently up to ₹1,00,000 per meeting or such amount as may be prescribed).

#### **Remuneration:**

Section 197 of the Companies Act, 2013, allows a Company to pay remuneration (excluding sitting fees) to its Non-Executive Directors not exceeding 1% of net profits (if there is a Managing/Whole-time Director) or 3% (in other cases), subject to shareholder approval.

Remuneration referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time that may be devoted and contributions made by



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the Non-Executive Directors to the Company.

### **Reimbursement of actual expenses incurred:**

In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. Non-Executive Directors may also be paid/reimbursed such sums incurred as actuals for travel, incidental and/or actual out of pocket expenses incurred by such Director/Member for attending Board/Committee Meetings.

### **Payment to Independent Directors:**

Non-Executive Directors shall not be entitled to any stock options, except as permitted under applicable laws, shall receive sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related remuneration up to a specified percentage of net profits in such proportion, in accordance with Section 149 and Schedule IV of the Companies Act, 2013.

### **Disclosure:**

Disclosure of remuneration shall be made in the Annual Report as per applicable laws.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.