

# CRITERIA FOR PAYMENT OF REMUNERATION TO INDEPENDENT DIRECTORS

*(Pursuant to Regulation 46(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

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## 1. Background

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Company has framed the following criteria for payment of remuneration to its Independent Directors. This policy aims to ensure transparency, fairness, and alignment with statutory requirements.

## 2. Eligibility

This policy is applicable to all Independent Directors of the Company appointed in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations.

## 3. Components of Remuneration

Independent Directors shall be entitled to the following remuneration:

### a) Sitting Fees

- Independent Directors shall be paid **sitting fees of ₹25,000 (Rupees Twenty-Five Thousand only) per day** for attending:
  - Meetings of the Board of Directors
  - Meetings of Committees of the Board
- Sitting fees shall be paid in accordance with the provisions of Section 197(5) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

### b) Reimbursement of Expenses

- Independent Directors shall be entitled to reimbursement of reasonable expenses incurred for attending meetings of the Board or Committees, including travel, lodging, and other incidental expenses, as per the Company’s policy.

## 4. No Stock Options

Independent Directors shall not be entitled to any stock options of the Company, in



### REGISTERED OFFICE

No 10, Survey No 21/6A, 21/7A, 21/7B and 21/8, Singanayakanahalli  
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compliance with the provisions of the Companies Act, 2013.

## 5. Approval and Review

- The payment of sitting fees to Independent Directors shall be subject to approval of the Board of Directors.

## 6. Disclosure

This criteria for payment of remuneration to Independent Directors shall be disclosed on the Company's website in accordance with Regulation 46(2)(e) of SEBI LODR Regulations, 2015.

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*This policy was approved by the Board of Directors at its meeting held on 30.05.2025.*



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