

S R INDUSTRIES LIMITED

Criteria of Making Payments to Non-Executive
Directors as per Schedule V of Security Exchange
Board of India (Prohibition of Insider Trading)
Regulation, 2015

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Preamble

The Board of Directors (the 'Board') of S R Industries Limited (the 'Company') has adopted this policy on Criteria for Making Payments to Non-Executive Directors (the 'Policy') in accordance with Section 197 of the Companies Act, 2013, and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose of this criteria is to establish clear guidelines and criteria for making payments to Non-Executive Directors of the Company, ensuring that such payments are reasonable, fair, and aligned with the Company's overall compensation philosophy and regulatory requirements.

This Policy aims to provide transparency and accountability in the payment process, ensuring that Non-Executive Directors are compensated fairly for their time, expertise, and contributions to the Company's growth and success.

Remuneration to Non-Executive Directors/Independent Directors

1. Sitting Fees

a. Non-Executive/Independent Directors may receive remuneration by way of fees for attending meetings of the Board or Committee thereof and General Meetings of the Company.

b. The amount of such fees shall be determined by the Board of Directors from time to time, within the maximum permissible limit as defined under the Companies Act, 2013, and the Rules framed thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Commission

Remuneration/commission payable, if any, shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force.

3. Overall Remuneration

Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain, and motivate Directors aligned to the requirements of the Company, considering the challenges faced by the Company and its future growth imperatives.

4. Reimbursement of Expenses

a. In addition to 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 their role as a Director of the Company.

b. This includes reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, and other related expenses.
