



**CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS OF
BAANGANGA GOLD & DIAMOND (I) LIMITED**

*(Formerly Known as **Baanganga Gold & Diamond (I) Private Limited**)*

(Approved by the Board at its meeting held on February 2, 2026)

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1. INTRODUCTION

This policy for criteria for making payments to Non-Executive Directors (“**Policy**”) outlines the criteria and limits for determining the remuneration payable to Non- Executive Directors (NEDs), including Independent Directors, in accordance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Nomination and Remuneration Policy of the Company. For clarity, Non-Executive Nominee Directors shall not be considered within the scope of this Policy and shall not be entitled to any remuneration under this framework.

2. COMPONENTS OF REMUNERATION AND LIMITS

2.1. Sitting Fees:

Subject to the approval of the Board of Directors (“**Board**”), non-executive directors shall be entitled to sitting fees for attending meetings of the Board and its committees.

The amount of sitting fees shall be determined by the Board, subject to a maximum of ₹1,00,000 per meeting, or such other limit as may be prescribed under the Companies Act, 2013, from time to time.

2.2. Remuneration / Commission / Compensation and its Criteria

2.2.1.The Company may pay remuneration / commission / compensation to Non-Executive Directors, subject to an overall limit of 1% of the net profits of the Company if there is a Managing Director or Whole-Time Director, or 3% of the net profits if there is no such Executive Director, in accordance with Section 197 of the Companies Act, 2013.

2.2.2.Any remuneration paid in excess of the prescribed overall limit shall require the prior approval of the shareholders of the Company, in compliance with the applicable provisions of the Companies Act, 2013.

2.2.3.The individual commission amount shall be determined based on factors such as attendance, level of engagement, contribution to Board and committee proceedings, and responsibilities undertaken.

2.3. Reimbursement of Expenses

Non-executive directors shall be entitled to reimbursement of expenses incurred in attending Board and committee meetings or in connection with the business of the Company, including travel, accommodation, and other incidental expenses.

2.4. Other Benefits

2.4.1.The Company may extend Directors’ and Officers’ (D&O) insurance coverage to Non-Executive Directors to protect them against liabilities arising from their Board duties.

2.4.2.Non-Executive Directors, including Independent Directors, shall not be eligible for stock options, performance-linked incentives, or any other benefits that may compromise their independence.

3. APPROVAL MECHANISM

The remuneration payable to Non-Executive Directors shall be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

Any remuneration other than sitting fees shall also require approval from shareholders at a General Meeting, where necessary under applicable laws.

4. COMPLIANCE AND REVIEW

The payment of remuneration shall be in compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations, and any other applicable laws.

This policy shall be reviewed periodically by the Nomination and Remuneration Committee to ensure alignment with regulatory requirements and best corporate governance practices.

5. AMENDMENT

The Committee periodically shall review this Policy and shall also have the power to amend any of the provisions of this Policy, substitute any of the existing provisions with a new provision or replace this Policy entirely with a new Policy. The Committee may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In case of any modification / amendment / re-enactment of any existing acts, rules, regulations, guidelines etc. or an enactment of any new act, rules, regulations, guidelines, etc., which are inconsistent with this Policy, then such modified / amended / re-enacted provision or new provisions shall prevail over the Policy.

6. DISCLOSURE

The Policy, as amended from time to time, is disclosed on Company's website i.e. <https://baangangagold.com/>