

DISA INDIA LIMITED

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

[In terms of Regulation 46(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 of the Companies Act, 2013]

Within the parameters prescribed by law, DISA India Limited pays the sitting fees and commission to its Independent Directors as recommended by the Nomination and Remuneration Committee and approved by the Board. These payments are subject to tax and statutory deductions or levies.

The Non-Independent Directors of the Company are not entitled to any remuneration, i.e., either sitting fees or commission as per the policy of the Company.

Criteria for making payments to Independent Directors of the Company are as under:

Sitting Fee:

Only Independent Directors shall receive Sitting fees for attending meetings of the Board or Committees thereof as required by Companies Act, 2013, Listing Regulations and other applicable laws.

The sitting fees payable is Rs.20,000/- (Rupees twenty thousand only) per Director (other than Chairperson) per meeting of the Board and Audit Committee/Nomination and Remuneration Committee/Stakeholders' Relationship Committee/CSR Committee.

The Chairperson of the Board, with effect from August 8, 2019 is entitled to sitting fees of Rs.40,000/- (Rupees forty thousand only) per Board meeting attended.

Chairperson of the respective Committees is entitled to sitting fees of Rs.30,000/- (Rupees thirty thousand only) per Meeting of the respective Committees attended.

Commission:

The Company pays Rs. 400,000/- (Rupees four lakhs only) per annum as commission to every Independent Director. The amount payable will be proportionate for the period of their Board membership with the Company and is subject to the approval of the Board and shareholders, if required.

Reimbursement of actual expenses incurred:

All the Non-Executive Directors are entitled to the payment/ reimbursement of actual travelling expenses and incidental/out of pocket expenses incurred by such Director for attending Board/Committee Meetings, General Meetings, meetings with shareholders/creditors/management, site visits, induction, training and familiarization programs (organised by the Company for Directors), and for such other purposes as may be approved by the Board from time to time.

The Nomination and Remuneration Committee, from time to time, reviews and if necessary, makes recommendations to the Board to revise the sitting fees and commission payable to Non-Executive Directors.

Amendments

The Company reserves the right to modify and/or amend this document at any time based on applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Sd/-
Managing Director
DISA India Limited**