



RAW EDGE INDUSTRIAL SOLUTIONS LIMITED

AN ISO 9001:2015 & 14001:2015 CERTIFIED COMPANY | CIN: L14219MH2005PLC240892

REGD. OFFICE:
B1-401, B WING, BOOMERANG,
CHANDIVALI FARM ROAD,
ANDHERI EAST, MUMBAI - 400077.
M: +91 9724306856

CORPORATE OFFICE:
G2, NAVKRUTI APPT., D/II, B.R. DESIGNS
NR. LAL BUNGLOW, ATHWALINES,
SURAT - 395007.
M: +91 9724306805

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. Remuneration / Commission

1. The remuneration or commission shall be in compliance with the **Companies Act, 2013**, and the rules made thereunder, as amended.
2. It will also adhere to the applicable provisions under **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, including the most recent amendments.
3. Payment of remuneration/commission shall require prior approval of shareholders, where applicable.

2. Sitting Fees

1. Non-Executive Directors may receive sitting fees for attending meetings of:
 - The Board of Directors.
 - Committees of the Board.
2. The sitting fees amount shall:
 - Be within the maximum limit prescribed under the Companies Act, 2013, or as specified by the Central Government.
 - Be subject to periodic review by the Board.
3. Directors attending meetings virtually, as per recent SEBI guidelines, are also entitled to sitting fees.

3. Limit of Remuneration / Commission

1. The total remuneration/commission shall:
 - Be decided by the Board and approved by shareholders, as per applicable laws.
 - Not exceed the limits prescribed under **Section 197 of the Companies Act, 2013**, and the rules thereunder.
2. The Company shall disclose details of remuneration paid to Non-Executive Directors in its Annual Report, in accordance with **Schedule V of SEBI (LODR) Regulations, 2015**.

4. Stock Options

1. Independent Directors shall **not** be entitled to any stock options as per the provisions of **Section 149(9) of the Companies Act, 2013**.
2. Other Non-Executive Directors may be granted stock options with prior shareholder approval, as per applicable laws.



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5. Reimbursement of Expenses

Non-Executive Directors shall be reimbursed for reasonable expenses incurred while performing their duties, including:

1. Travel and accommodation for attending Board or Committee meetings.
2. Out-of-pocket expenses incurred during meetings with shareholders, creditors, or site visits.
3. Expenses for professional advice, where required, to further their role as Directors.

6. Disclosures

1. The Company shall disclose the remuneration and sitting fees paid to Non-Executive Directors in its:
 - o Board's Annual Report.
 - o Corporate Governance Report under SEBI (LODR) Regulations.
2. Details will include all monetary and non-monetary benefits extended during the financial year.

7. Review of Policy

1. This policy will be reviewed annually or as required by amendments to the Companies Act, 2013, or SEBI regulations.
2. Changes, if any, shall be approved by the Board and disclosed in the Annual Report.
