

**CRITERIA /**  
**POLICY OF**  
**MAKING**  
**PAYMENTS TO**  
**NON-EXECUTIVE**  
**DIRECTORS**

**1. REGULATORY PROVISIONS:**

In terms of the requirement stated under Companies Act, 2013 read with related rules issued thereon and Regulation 17(6) of SEBI Listing (Obligations and Disclosure Requirements) Regulations 2015, Veefin Solutions Limited (“the Company”) has formulated a policy document namely “**Criteria or Policy of making payments to Non- Executive Directors**” which will deal with the remuneration of the Non- Executive Directors.

Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of SEBI Listing (Obligations and Disclosure Requirements) Regulations, 2015, require the prior approval of shareholders of the Company if it exceeds the prescribed limits under the Act for making payment to its Non- Executive Directors.

**2. REMUNERATION / COMMISSION:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there, Overall remuneration should be reflective of the size of the Company, complexity of the sector/ industry/ company’s operations and the company’s capacity to pay the remuneration.

**3. SITTING FEES:**

Independent Directors (“ID”) and Non – Executive Directors (“NED”) may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). The payment of sitting fees will be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee thereof. In any case, the sitting fees payable to Independent Directors and Women Directors shall not be less than the sitting fees payable to other directors.

**4. COMMISSION:**

Company will not pay commission to these NEDs.

**5. STOCK OPTIONS:**

An Independent Director shall not be entitled to any stock option of the Company.

**6. AMENDMENTS:**

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this policy, if required at any stage in compliance with the prevailing laws.