ATMASTCO LTD.
engineering with excellence

# Criteria for Making Payments to Non-Executive Directors

## 1. Introduction

This document outlines the criteria for making payments to Non-Executive Directors ("NEDs") of Atmastco Ltd ("the Company") in accordance with the requirements under Regulation 46(2)(f) and Schedule II, Part C, Clause A (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and relevant provisions of the Companies Act, 2013.

## 2. Applicability

This policy is applicable to all Non-Executive Directors, including Independent Directors of the Company, who are not in whole-time employment of the Company.

## 3. Criteria for Payment

- a) Sitting Fees:

Non-Executive Directors may be paid sitting fees for attending meetings of the Board and its Committees. The amount shall be determined by the Board from time to time within the limits prescribed under Section 197(5) of the Companies Act, 2013 and the rules made thereunder.

- b) Commission:

Non-Executive Directors may be paid commission based on the Company's performance and profits, subject to the limits prescribed under Section 197(6) of the Companies Act, 2013 and shareholders' approval.

- c) Reimbursement of Expenses:

The Company shall reimburse traveling, boarding and lodging, and other out-of-pocket expenses incurred by the Directors in connection with attendance at meetings of the Board or its Committees or otherwise in connection with the business of the Company.

- d) Professional Services:

Where Non-Executive Directors render services of a professional nature, they may be compensated for such services, provided such services are not covered under a contract of employment and the applicable statutory approvals are in place as per Section 197(4) of the Companies Act, 2013.

- e) Stock Options:

Non-Executive Directors are not eligible for stock options unless otherwise approved by shareholders under the SEBI (Share Based Employee Benefits) Regulations, 2014.

## 4. Review and Disclosure

This Policy shall be reviewed periodically by the Board or Nomination and Remuneration Committee. The Policy shall be disclosed on the website of the Company and a web link shall be provided in the Annual Report of the Company.