POOJAA PRECISION ENGG. LIMITED
(Formerly known as Pooja Castings Pvt. Ltd.)
CIN: U27310MH1992PLC068151

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Criteria of Making Payments to Non-Executive Directors

BACKGROUND

With changes in the corporate governance norms brought by the Companies Act, 2013 *("the Act")* as well as Equity Listing Agreement, the role of Non-Executive Directors *("NED")* and the degree and quality of their engagement with the Board of Directors *("the Board")* and the Company has undergone significant changes over a period of time. The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time. Levels of remuneration to the NEDs are determined such that they attract, retain and motivate directors of the quality and ability required to run the Company successfully.

As per Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 *("Listing Regulation")* listed entity shall disseminate following information on the website of the Company:

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

a) The Non-Executive/ Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.

d) Any remuneration paid to Non- Executive/ Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

    i) The Services are rendered by such Director in his capacity as the professional; and
    ii) In the opinion of the Committee, the direct

AMENDMENT

Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

DISSEMINATION OF THE POLICY

The policy shall be hosted on the website of the Company i.e. www.poojacastings.in

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Effective Date: 17/12/2025
Date of Approval by Board of Directors: 17/12/2025