



## **TRISHAKTI INDUSTRIES LIMITED**

### **CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS**

**Effective- April 28, 2025**

[As revised and approved by Board of Directors on April 28, 2025]

**Trishakti Industries Limited**

CIN: L31909WB1985PLC039462

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## **OBJECTIVE**

With the introduction of the Companies Act, 2013, and SEBI's Listing Obligations and Disclosure Requirements Regulation, 2015, the role of Non-Executive Directors (NEDs) has undergone significant transformations over time. Trishakti Industries Limited greatly benefits from the expertise, advice, and valuable inputs provided by its NEDs. They dedicate considerable time to deliberating on strategic and critical issues during Board and Committee meetings, offering guidance and suggestions to the management as needed.

The remuneration levels for NEDs are determined with the objective of attracting, retaining, and motivating directors of the requisite quality and ability to successfully lead the Company.

## **SITTING FEES**

Independent Directors (IDs) and Non-Independent Non-Executive Directors (NEDs) may receive sitting fees for attending Board and Committee meetings, as well as commission within regulatory limits. The quantum of sitting fees will be reviewed periodically as necessary.

The Nomination and Remuneration Committee (NRC) will recommend, and the Board will approve, the payment of sitting fees and commission within the parameters prescribed by law. The overall remuneration, comprising sitting fees and commission, will be designed to be reasonable and sufficient to attract, retain, and motivate directors who meet the Company's requirements, considering its challenges and growth imperatives. The Company's remuneration practices will align with recognized best practices.

## **REIMBURSEMENT OF EXPENSES**

On providing the requisite documentary evidence, the Non-Executive Directors would be provided with all reimbursement with respect to participating and travel expenses for attending such board meetings, Committee Meetings and General Meetings as defined under companies Act and SEBI LODR. All such reimbursements are subject to deduction of taxes.

## **REFUND OF EXCESS REMUNERATION PAID**

If a director receives remuneration exceeding the prescribed limit or without prior Central Government sanction (where required), they must refund the excess amount to the Company. Until refunded, the director holds the sum in trust for the Company. The Company cannot waive recovery of the refundable amount without Central Government permission.

## **AMENDMENTS**

The Company reserves the right to modify and/or amend this document at any time subject to the applicable provisions the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any such amendments shall be updated on the website of the Company on a timely basis.

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