



CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

The provisions of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') laysdown provisions relating to payment of remuneration to the Non-Executive Directors.

The provisions of Listing Regulations provide that the Board of Directors shall recommend in consultation with the Nomination and Remuneration Committee, all fees or compensation payable to non-executive directors, including the Independent Directors. In this regard, all remuneration payable to Non- Executive Director shall be approved by the shareholders of the Company in a general meeting.

The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to Non-Executive Directors, if made within the limits prescribed under the Companies Act, 2013.

Payment of Sitting Fees

The Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI (Listing Obligation Disclosure Requirement) Regulation 2015 or other applicable law or for any other purpose whatsoever as may be decided by the Board.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable law which makes any of the provisions in this Policy inconsistent with the existing law, then the provisions of the amended law shall prevail over the said criteria.

**Himalaya Food International Ltd.**

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