

HGS (INDIA) LIMITED

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"*), the role of Non-Executive Directors (*"NED"*) and the degree and quality of their engagement with the Board of Directors (*"the Board"*), the Company has 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. As per Regulation 46(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (*"Listing Regulations"*), listed entity shall disseminate following information on the website of the Company:

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

In keeping with the above, any fee/ remuneration payable to the NEDs of the Company shall abide by the following:

- **Sitting Fee:**

Such director(s) shall 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, or other applicable law or for any other purpose whatsoever as decided by the Board;

- **Remuneration:**

The Company shall not pay any form of remuneration to its Non-Executive Directors. They shall only be paid the sitting fess for attending meetings, as discussed above.

- **Refund of excess remuneration paid:**

If any director receives, directly or indirectly, by way of sitting fees any such sums in excess of the prescribed limit, such person shall refund such sums to the Company.

- **ESOP:**

The ESOPs granted shall be in accordance with the HGS ESOP 2026 Policy adopted by the Company after approval from members in Extra-Ordinary General Meeting conducted on 11th March, 2026.

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.

Effective Date: March 17, 2026

Date of Approval by Board of Directors: March 17, 2026

