

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

OF

STELLANT SECURITIES (INDIA) LIMITED

(CIN: L64920MH1991PLC064425)

1. PREAMBLE

Pursuant to the provisions of the Companies Act, 2013 read with applicable rules framed thereunder and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has adopted this Policy for determining the criteria for making payment to Non-Executive Directors (including Independent Directors).

2. OBJECTIVE

The objective of this Policy is to:

- Ensure transparency in remuneration practices
 - Attract and retain qualified Non-Executive Directors
 - Align compensation with roles, responsibilities, and time commitment
 - Ensure compliance with statutory and regulatory requirements
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3. APPLICABILITY

This Policy shall apply to:

- Non-Executive Directors (NEDs)
 - Independent Directors
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4. COMPONENTS OF REMUNERATION

The Non-Executive Directors shall be entitled to receive remuneration by way of:

4.1 Sitting Fees

- For attending meetings of the Board and its Committees

- As may be approved by the Board within the limits prescribed under the Companies Act, 2013
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4.2 Commission

- Profit-related commission may be paid
 - Subject to:
 - Approval of the Board
 - Approval of shareholders
 - Limits prescribed under Section 197 of the Companies Act, 2013
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4.3 Reimbursement of Expenses

- Expenses incurred for attending meetings or in connection with Company business shall be reimbursed
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4.4 Other Permissible Payments

- Any other payment as may be permitted under applicable laws from time to time
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5. CRITERIA FOR DETERMINING REMUNERATION

The following factors shall be considered while determining remuneration:

- Role and responsibilities of the Director
 - Time devoted to Company affairs
 - Contribution to strategic decision-making
 - Participation in Board and Committee meetings
 - Industry benchmarks and peer comparison
 - Financial position and performance of the Company
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6. STOCK OPTIONS

- Non-Executive Directors, including Independent Directors, shall **not be entitled to stock options**, in accordance with applicable laws
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7. COMPLIANCE WITH STATUTORY LIMITS

The total remuneration payable shall be:

- Within the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013
 - In compliance with SEBI (LODR) Regulations
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8. DISCLOSURE

The Company shall disclose:

- This Policy on its website
 - Details of remuneration paid to Non-Executive Directors in the Annual Report
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9. REVIEW AND AMENDMENT

The Board of Directors may review and amend this Policy from time to time to ensure compliance with applicable laws and best governance practices.
