

D-LINK (INDIA) LIMITED

Criteria For Making Payment to Non-Executive Directors

1. Background

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') requires that listed companies disclose the criteria for making payments to Non-Executive Directors (NEDs).

2. Objective

To lay down the principles and criteria for payment of remuneration to NEDs in a transparent, compliant and governance-driven manner.

3. Applicability

These criteria for making payments are applicable to all Non-Executive Directors, including Independent Directors (NEDs) of the Company.

4. Remuneration to Non- Executive / Independent Director

The NEDs may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Presently the NEDs are entitled to sitting fees as below:

- a) ₹75,000 per Board Meeting (including Independent Directors' Meeting)
- b) ₹75,000 per Audit Committee Meeting
- c) ₹25,000 per meeting of Nomination & Remuneration Committee, Stakeholders Relationship Committee, CSR Committee, Risk Management Committee and other Committees.

5. Other Remuneration

Presently no payment by way of bonus, commission, pension, incentives or any other variable compensation is paid to NEDs. As per Section 197 of the Companies Act, 2013, the Company may pay remuneration for professional services rendered by NEDs with the approval of the Nomination and Remuneration Committee.

6. Stock Options

The Company does not have any stock option scheme. Accordingly, stock options do not form part of remuneration.

7. Reimbursement of Expenses

NEDs may be paid/reimbursed such sums either as fixed allowance and / or actual for travel, boarding and lodging and incidental and / or actual out-of-pocket expenses incurred for attending Board/Committee Meetings.

8. Disclosure

The criteria shall be disclosed in the Annual Report and/or hosted on the Company's website in compliance with SEBI LODR Regulations.
