

INTERNATIONAL DATA MANAGEMENT LIMITED

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTOR(S)

In terms of Schedule V of the Companies Act, 2013 ("the Act") and Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR"), requires every Company to publish its criteria of making payments to Non- Executive Directors in its annual report. Alternatively, as per Regulation 46 (2) of SEBI LODR, this may be put up on the Company's website and reference may be drawn thereto in its annual report.

Section 197 of the Act and Regulation 17(6) (a) of SEBI LODR require to obtain prior approval of the shareholders of a Company for making payment to its Non-Executive Directors, except for payment of sitting fees, if made within the limits prescribed under the Act.

Accordingly, the following criteria is laid down for making payment to Non-Executive Director(s) including the Independent Director(s) of the Company:

1. Sitting Fees:

Non-Executive Director(s) may receive remuneration by way of fees for attending meetings of Board or Committee thereof as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company. However, the amount of such fees shall not exceed the limits as may be prescribed by the Central Government, from time to time.

2. Commission:

Section 197 of the Act allows a Company to pay remuneration to its NEDs either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

The aggregate commission payable to all the Non-Executive Director(s) will be recommended by the Nomination and Remuneration Committee to the Board based on various parameters including the performance of the Company and as may be decided by the Board.

3. Reimbursement of actual expenses:

In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with various stakeholders, induction / training programmes as may be organized by the Company and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a Director of the Company.
