



CIN NO: L24304MH2016PLC286140

Certified Company : An ISO 9001 : 2015 - An ISO 14001 : 2015 - AN BS OHSAS 45001 : 2018

MCON RASAYAN INDIA LTD.
Trusted Partner In Construction Chemicals



MCON RASAYAN INDIA LIMITED
CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

(Pursuant to Regulation 46(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. INTRODUCTION

This Policy sets out the criteria for making payment to Non-Executive Directors (“NEDs”) of **MCON Rasayan India Limited** (“the Company”) in accordance with the provisions of the Companies Act, 2013, and Regulation 46(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

2. GUIDING PRINCIPLES

The Company recognizes the valuable contribution and expertise that Non-Executive Directors bring to the Board. This Policy ensures that the compensation structure aligns with their responsibilities and efforts, without compromising their independence.

3. REMUNERATION COMPONENTS

Non-Executive Directors may be paid remuneration by way of the following components:

(a) Sitting Fees

Non-Executive Directors (including Independent Directors) shall receive sitting fees for attending meetings of the Board or its Committees, as may be approved by the Board within the limits prescribed under the Companies Act, 2013.

(b) Commission

The Board may approve payment of profit-based commission to Non-Executive Directors (including Independent Directors) in accordance with Section 197 of the Companies Act, 2013, subject to the approval of shareholders and within the prescribed limits.

(c) Reimbursement of Expenses

Registered Office: 101/A, 1st Floor, Maxheal House, Plot-169, Cts-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai, Maharashtra - 400090

Corporate Office: Gala No 6 Bardanwala Estate, Nr Dutt Mandir Bandiwali Hill Road, Jogeshwari West, Mumbai, Maharashtra - 400102

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The Company shall reimburse expenses incurred by the Directors for attending meetings of the Board or its Committees, including travel, stay, meals, and other out-of-pocket expenses, in accordance with the Company's policy.

4. ADDITIONAL CONSIDERATIONS

- The payment structure shall be reviewed periodically and appropriately aligned with industry standards and Company performance.
- Non-Executive Directors shall not be entitled to any stock options or other equity-linked instruments of the Company unless otherwise approved by shareholders under applicable laws.
- Remuneration will be disclosed in the Annual Report and on the Company's website as required under SEBI LODR and the Companies Act, 2013.

5. AMENDMENT AND REVIEW

This Policy shall be reviewed as and when required by the Nomination and Remuneration Committee and recommended to the Board for approval. Any amendments shall be made subject to applicable laws.

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