SAHANARATNABH LIMITED

(Formerly known as SAHANARATNABH PRIVATE LIMITED)

Registered Office: B Wing, Unit No. 601, 602, 610, Tanviz Daomond, Ind Est, S.V.R.D. Dahisar East, Near Petrol Pump, Novelty Silk Mill, Mumbai, 400068.

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CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTOR

Document Summary

Version Number	V1 – Effective from 16th July, 2026
Approved by	Board of Directors
Last date of renewal/ Version No.	N.A.
Current revision date/ Version No.	N.A.
Revision	Any revisions or modifications to this policy are to be formulated by the Chief Compliance Officer/Company Secretary and submitted to the Board of Directors for approval.

SAHANARATNABH LIMITED

(formerly known as SahanaRatnabh Private Limited)
CIN: U74999MH2018PLC311545
Email Id: sahanaratnabh@gmail.com, **Phone No:** 022 35901041 **Website:** www.sahanaratnabh.com

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTOR

PURPOSE:

Levels of remuneration to Directors are determined such that they attract, motivate and retain Directors of quality and ability to run the company successfully. With changes in the Corporate Governance norms, the role of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. This is also accentuated by the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Further, in order to be consistent with globally accepted governance practices, the Company has ushered in flexibility in respect of payment of remuneration to NEDs. It has linked the remuneration paid to NEDs to their attendance at the meetings of the Board or Committees thereof.

SITTING FEE:

Such Director(s) shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board of Directors or Committees thereof, as may be determined by the Board of Directors from time to time, subject to the limits prescribed under Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable laws.

COMMISSION:

Section 197 of the Companies Act, 2013, 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 Additional Commission, apart from commission referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time and efforts as may be devoted and contribution as may be made by the Non-Executive Directors.

CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTORS

Reimbursement of actual expenses incurred:

NEDs may also be paid / reimbursed such sums either as fixed allowance and /or actuals for travel, incidental and / or actual out of pocket expenses incurred by such Director / Member for attending Board / Committee Meetings.

Payment to Independent Directors:

An Independent Director may receive remuneration only by way of sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission up to a certain percentage of net profits in such proportion, as may be permissible under the applicable law at the discretion of the Board.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.

DISSEMINATION OF THE POLICY:

The policy shall be hosted on the website of the Company.

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Footnote

1. The Board of Directors of Sahanaratnabh Limited at its meeting held on 16th July 2026, has adopted this Policy for the first time.



