

W.S. INDUSTRIES (INDIA) LIMITED

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

[Pursuant to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Non-Executive Directors will be paid sitting fees for attending the Board and Committee Meetings as per the stipulations in the Act, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee (NRC), based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

Different scales of sitting fee may be fixed for each category of the directors and type of meeting. However, the fees payable to the Independent Directors and Woman Directors shall not be lower than the fee payable to other categories of directors.

Quantum of sitting fees may be subject to review on a periodic basis, as may be decided by the NRC or Board of the Company.

In addition to this, the travel and other expenses incurred for attending the meetings are to be met by the Company. Subject to the provisions of the Act and the Articles of Association, the Company in General Meeting may by special resolution sanction and pay to the Directors remuneration not exceeding 1% of the net profits of the Company computed in accordance with the relevant provisions of the Act. The Company shall have no pecuniary relationship or transactions with any Non Executive Directors.

Overall remuneration (sitting fees and remuneration) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).

Overall remuneration practices should be consistent with recognised best practices.

Disclosure: The above criteria of making payments to Non-Executive directors shall be disclosed in the Annual Report of the Company or, alternatively, this may be disseminated on the website of the Company and reference drawn thereto in the Annual Report.

The above criteria were amended and approved by the Board of Directors of the Company at their meeting held on 27.05.2025.
