

RUSHIL DÉCOR LIMITED

CIN: L25209GJ1993PLC019532

Regd. Office: S. No. 125, Village Itla, Nr. Kalyanpura Patia, Gandhinagar Mansa Road, Tal. Kalol, Dist. Gandhinagar – 382845, Gujarat, India. **Corporate Office:** Rushil House, Near Neelkanth Green Bungalow, Off Sindhu Bhavan Road, Shilaj, Ahmedabad – 380 058. **Tel.:** 079-61400400 **Fax:** 079- 61400401, **Email:** ipo@rushil.com,
Website: www.rushil.com

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS / INDEPENDENT DIRECTOR:

1. Remuneration / Commission:

The remuneration / commission shall be fixing as per the slabs and conditions mentioned in the Companies Act, 2013 Read with the rules made thereunder and in compliance with SEBI (LODR) Regulation 2015. Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.

2. Sitting Fees:

The payment of sitting fees will be as recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board. However, the amount of such fees in any case, shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

The Commission will be recommended by the NRC and approve by Board. Further, it may be paid within the monetary limit as applicable under the provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

The overall remuneration (sitting fees and commission) 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. The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board 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

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, meetings with shareholders/creditors/ management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

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