# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

## CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

**(Approved by the Board of Directors of Golkunda Diamonds & Jewellery Limted Polytex India Limited on May 28, 2026)**

WithchangesintheCorporateGovernancenorms,theroleandresponsibilitiesofNon-Executive Directors(NED)andthedegreeandqualityoftheirengagementwiththeBoardhaveundergoneasubstantial change over a period of time. The Non-executive Directors bring in a wider perspective in thedeliberations and decision-making of the Board which adds value to the Company. They also play a crucialroleintheindependentfunctioningof theBoard.

The Nomination and Remuneration Committee (NRC) shall recommend the remuneration structure, which shall be approved by the Board and, where required, by the shareholders.

Non-ExecutiveDirectorsoftheCompanyareentitledto: -

**Purpose:**

This Policy lays down the criteria for payment of remuneration to Non-Executive Directors.

**SittingFee:**

Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board orCommittee of the Board attended by him/her, of such sum as may be approved by the Board ofDirectorswithin the limits prescribed under the Companies Act, 2013 (presently up to ₹1,00,000 per meeting or such amount as may be prescribed).

**Remuneration:**

Section 197 ofthe CompaniesAct,2013,allows aCompany to pay remuneration (excludingsittingfees)toitsNon-ExecutiveDirectorsnot exceeding 1% of net profits (if there is a Managing/Whole-time Director) or 3% (in other cases), subject to shareholder approval.

Remuneration referred to above, may be paid to Non-Executive Directors as may be decided bythe Board of Directors of the Company from time to time, dependingon the extratime that

maybedevotedandcontributionsmadebytheNon-ExecutiveDirectors totheCompany.

**Reimbursementofactualexpensesincurred:**

In addition to the sitting fees and commission, the Company maypay to any Director such fairandreasonableexpenditure,asmayhavebeenincurredbytheDirectorwhileperforminghis/her role as a Director of the Company. Non-Executive Directors may also be paid/reimbursedsuch sums incurred as actuals for travel, incidental and/or actual out of pocket expenses incurredbysuchDirector/MemberforattendingBoard/CommitteeMeetings.

**PaymenttoIndependentDirectors:**

Non-Executive Directors shall not be entitled to any stock options, except as permitted under applicable laws, shall receive sitting feesand reimbursement of expenses for participation in meetings of the Board or committee thereofand profit related remuneration up to a specified percentage of net profits in such proportion, in accordance with Section 149 and Schedule IV of the Companies Act, 2013.

**Disclosure**:

Disclosure of remuneration shall be made in the Annual Report as per applicable laws.

TheabovecriteriaandpolicyaresubjecttoreviewbytheNomination&RemunerationCommitteeandtheBoardofDirectorsof theCompany.