



ZEAL AQUA LIMITED
CIN: L05004GJ2009PLC056270

**CRITERIA FOR MAKING PAYMENTS TO
NON-EXECUTIVE DIRECTORS** (EXTRACT FROM
NOMINATION AND REMUNERATION POLICY OF THE COMPANY)

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Remuneration to Directors and Key Managerial Personnel (INCLUDING INDEPENDENT DIRECTORS).

- a. The remuneration structure must be reasonable and sufficient to attract, retain, and motivate Directors, KMP, and employees with the required qualifications and skills to manage the company successfully.
- b. No director, KMP, or employee is involved in deciding their own remuneration.
- c. The remuneration package should be competitive, considering industry trends, business size, and market standards.
- d. The relationship between remuneration and performance must be clearly defined with measurable benchmarks that align with company goals.
- e. Improved performance should be rewarded with increases in remuneration and appropriate authority to encourage future value addition.
- f. Remuneration packages should balance fixed and incentive pay, wherever applicable, reflecting both short-term and long-term performance objectives.
- g. Non-executive directors shall be entitled to sitting fees for attending Board and Committee meetings. They are also entitled to commission from profit if any approved by the Board.
- h. Following criteria are also to be considered:
 - i. Responsibilities and duties of the position;
 - ii. Time and effort dedicated to the role;
 - iii. Value added by the individual to the company;
 - iv. Profitability and growth of the company and its business;
 - v. Analysis of each position and required skills to determine the appropriate remuneration benchmark;
 - vi. Standards for functions with a scarcity of qualified resources.
 - vii. Ensuring tax-efficient remuneration structures.
 - viii. Maintaining transparency in the remuneration structure to avoid inflated cost- to-company (CTC) figures, ensuring the effective take-home remuneration is not unduly low.
 - ix. Any other applicable criteria.
 - x. Consistent application of remuneration parameters across the organization.

- i. All remuneration payments must comply with applicable legal provisions.
- j. Any deviation from the policy must be justified and adequately disclosed, with clear reasons provided.

POLICY REVIEW:

The policy shall be reviewed by the Nomination and Remuneration Committee and the Board, from time to time as may be necessary.
