

TOSHA INTERNATIONAL LIMITED

Criteria for making payments to Non-Executive Directors

In compliance with the Companies Act, 2013 read with rules made thereunder and Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the criteria for making payments to Non-Executive Directors ("NED") has been framed.

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/Company's operations and the Company's capacity to pay the remuneration.

Independent Directors ("ID") and Non-Independent Non-Executive Directors may be paid sitting fees (for attending the meetings of the Board and of Committees of which they may be members) within regulatory limits, on the basis of number of such meetings attended by them, subject to review on a periodic basis.

In addition to the sitting fees, 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/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organised by the Company for Directors) in the furtherance of his/her duties as a Director.

