KINETIC TRUST LIMITED

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. INTRODUCTION

Kinetic Trust Limited ("the Company") recognises the contribution of its Non-Executive Directors, including Independent Directors, in providing independent oversight, strategic guidance and effective corporate governance.

This document sets out the criteria for determining payments to Non-Executive Directors in accordance with the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws, as amended from time to time.

2. OBJECTIVE

The objective of this policy is to establish a transparent and appropriate framework for determining remuneration and other payments to Non-Executive Directors, taking into account their responsibilities, time commitment, contribution and applicable statutory limits.

3. SITTING FEES

Non-Executive Directors, including Independent Directors, may be paid sitting fees for attending meetings of the Board of Directors and its committees.

The amount of sitting fees shall be determined by the Board in accordance with applicable law, having regard to the nature and responsibilities of the relevant meeting and the Company's financial position.

The sitting fees shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

Shareholder approval shall not be required for sitting fees where the payment falls within the exemption provided under Regulation 17(6)(b) of the SEBI LODR Regulations and the applicable provisions of the Companies Act, 2013.

4. COMMISSION OR OTHER REMUNERATION

The Company may pay commission or other remuneration to Non-Executive Directors, including Independent Directors, subject to applicable law and the requisite approvals.

The amount of remuneration, if any, shall be determined by considering:

a. The responsibilities and duties undertaken by the Director.

b. The time devoted to Board and committee matters.

c. The Director's experience, expertise and contribution.

d. The Company's financial performance and overall financial position.

e. The applicable limits under Sections 197 and 198 of the Companies Act, 2013, and the rules made thereunder.

f. The recommendations of the Nomination and Remuneration Committee, wherever applicable.

g. The approval of shareholders in accordance with Regulation 17(6) of the SEBI LODR Regulations and other applicable provisions.

Any commission or remuneration shall be paid only after obtaining the approvals required under applicable law.

5. REIMBURSEMENT OF EXPENSES

The Company may reimburse Non-Executive Directors for reasonable travel, accommodation and other expenses actually incurred in connection with attending Board meetings, committee meetings or undertaking authorised Company business.

Such reimbursement shall be supported by appropriate documentation and shall be in accordance with the Company's applicable policies and procedures.

Reimbursement of genuine business expenses shall be distinguished from remuneration or compensation.

6. PROFESSIONAL SERVICES

Where a Non-Executive Director provides professional or other services to the Company in a capacity separate from the Director's duties, any payment shall be considered only where permitted by applicable law.

The Company shall ensure that the arrangement is appropriately evaluated, documented and approved, including compliance with applicable provisions relating to related party transactions, conflicts of interest and professional qualifications.

7. STOCK OPTIONS AND OTHER BENEFITS

Independent Directors shall not be entitled to stock options in accordance with Section 149(9) of the Companies Act, 2013 and Regulation 17(6)(d) of the SEBI LODR Regulations.

Any other compensation, benefit or payment to a Non-Executive Director shall be subject to applicable statutory limits, required approvals and the terms of appointment.

8. APPROVALS

The Board shall recommend fees or compensation payable to Non-Executive Directors in accordance with Regulation 17(6) of the SEBI LODR Regulations.

Shareholder approval shall be obtained wherever required under applicable law. The approval shall specify the applicable limits, including limits for stock options where relevant and legally permissible.

Where the annual remuneration payable to a single Non-Executive Director exceeds 50% of the total annual remuneration payable to all Non-Executive Directors, the Company shall obtain shareholder approval by special resolution in each year in which the prescribed condition is met, in accordance with Regulation 17(6)(ca) of the SEBI LODR Regulations.

The Company shall also comply with the applicable provisions of Sections 197 and 198 of the Companies Act, 2013, and Schedule V, wherever relevant.

9. DISCLOSURE

The criteria for making payments to Non-Executive Directors shall be disclosed on the Company's website in accordance with Regulation 46(2)(f) of the SEBI LODR Regulations.

The Company shall also make the relevant reference in its Annual Report and provide any additional disclosures required under applicable law.

10. REVIEW AND AMENDMENT

The Board may review and amend these criteria from time to time to ensure continued compliance with applicable laws and regulations.

Any amendment shall be approved by the Board and disclosed in the manner prescribed under applicable law.

11. EFFECTIVE DATE

These criteria shall become effective from the date of approval by the Board of Directors of Kinetic Trust Limited and shall remain in force until amended or replaced.