



RAJ POLYPACK LIMITED

Policy of making payment to Non Executive Director *(Policy approved by the Board of Directors on June 01, 2026)*

1. Preamble

This Policy for Payment of Remuneration to Non-Executive Directors ("Policy") has been formulated in accordance with the provisions of the Companies Act, 2013, the rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws, as amended from time to time.

The objective of this Policy is to establish a framework for payment of remuneration to the Non-Executive Directors of Raj Polypack Limited ("Company") in a manner that enables the Company to attract and retain qualified directors while ensuring compliance with statutory requirements and good corporate governance practices.

2. Applicability

This Policy shall apply to all Non-Executive Directors, including Independent Directors, of the Company.

3. Objective

The Policy aims to:

- a) Compensate Non-Executive Directors fairly for their responsibilities and contribution to the Company;
- b) Align remuneration practices with applicable legal and regulatory requirements;
- c) Promote effective participation in Board and Committee meetings; and
- d) Ensure transparency in remuneration practices.

4. Remuneration Structure

The remuneration payable to Non-Executive Directors may comprise the following:

4.1. Sitting Fees

The Non-Executive Directors shall be entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof.

The amount of sitting fees shall be determined by the Board of Directors from time to time within the limits prescribed under the Companies Act, 2013 and applicable rules.





4.2. Commission

Subject to the provisions of the Companies Act, 2013, approval of shareholders and such other approvals as may be required, the Company may pay commission to Non-Executive Directors. The amount of commission and the manner of distribution shall be determined by the Board based on factors such as:

- Attendance and participation in meetings;
- Time devoted to Company affairs;
- Responsibilities undertaken;
- Contribution to strategic decision-making; and
- Overall performance of the Company.

4.3. Reimbursement of Expenses

Non-Executive Directors may be entitled to reimbursement of expenses actually incurred for attending Board meetings, Committee meetings, General Meetings, or in connection with the business of the Company, subject to applicable internal policies.

5. Stock Options

Independent Directors shall not be entitled to any stock options of the Company.

The grant of stock options, if any, to other eligible Non-Executive Directors shall be subject to applicable provisions of law and approval requirements.

6. Review And Amendment

The Board of Directors may review, amend or modify this Policy from time to time in accordance with applicable laws, regulations and business requirements.

7. Effective Date

This Policy shall come into effect from the date of its approval by the Board of Directors of Raj Polypack Limited.

