

DATAMATICS GLOBAL SERVICES LIMITED

CRITERIA OF MAKING PAYMENTS TO THE NON-EXECUTIVE DIRECTORS

PREFACE:

The remuneration to the Non-executive Directors, comprising of sitting fees and commission, should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives.

The overall remuneration of the Non-executive Directors 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;
- consistent with recognised best practices;
- within the parameters prescribed by law.

The following are the criteria for making payments to the Non – Executive Directors of the Company:

SITTING FEES:

The Non-executive Director(s) shall receive Sitting Fees for attending meetings of the Board or Committee(s) thereof or any other meeting, for devoting valuable time in participating in the discussions at such Meetings, either by physically remaining present or through Video Conference, as per the Remuneration Policy of the Company for Directors or as may be decided by the Board of Directors.

Quantum of sitting fees may be subject to review on a periodic basis, within the statutory limits.

COMMISSION:

The Non-executive Director(s) shall receive commission of a specified percentage of net profits in such proportion, as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board, subject to the prior approval of the shareholders of the Company.

The aggregate commission payable to all the Non-executive Directors will be recommended by the Nomination and Remuneration Committee ("NRC") to the Board, based on Company's net profits.

The NRC will recommend to the Board, the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including the following:

- attendance and time spent in the Board and committee meetings;
- individual contributions at the meetings;
- contributions made by Directors other than in meetings;
- degree and quality of their engagement with the Board.

REIMBURSEMENT OF ACTUAL EXPENSES INCURRED:

In addition to the sitting fees and commission, the Company may pay / reimburse 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 as actuals for travel, incidental and / or actual out of pocket expenses for attending Board / Committee meetings, general meetings, court convened meetings, meetings with creditors / management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in furtherance of his / her duties as a director.

REVIEW AND AMENDMENTS:

The NRC and the Board of Directors of the Company will review, and if found essential, may amend the above Criteria from time to time, so that it remains compliant with applicable legal requirements.

SCOPE AND LIMITATION:

In the event where the terms of this Criteria differ from the provisions of any existing or new statutory enactments, Rules, Regulations or standard governing the Company, the provisions of such statutory enactments, rules, etc. shall prevail over this Criteria and the part(s) so repugnant shall be deemed to severed from the Criteria and the rest of the Criteria shall remain in force.
