

# WARDWIZARD INNOVATIONS & MOBILITY LIMITED

## CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Pursuant to the provisions of **Regulation 46(2)(f)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), the Company has framed the following criteria for making payments to Non-Executive Directors:

### 1. SITTING FEES

Non-Executive Directors shall be entitled to receive sitting fees for attending meetings of the Board or any Committee thereof. The amount of sitting fees shall be as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, subject to the limits prescribed under Section 197 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

### 2. COMMISSION

Non-Executive Directors may be paid remuneration by way of commission for their active contribution in the governance of the Company. The amount of such commission shall be determined annually by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 197 of the Companies Act, 2013, and subject to shareholders’ approval wherever necessary.

The commission shall be paid in proportion to the time and effort devoted by the Non-Executive Directors and after considering:

- The overall performance of the Company;
- The responsibilities discharged by the Directors;
- Industry benchmarks;
- Company’s financial position;
- Regulatory framework and best governance practices.

### 3. LIMITS ON REMUNERATION

- Section **197(1)** of the Companies Act, 2013 states that the total remuneration payable to Non-Executive Directors, including commission, shall not exceed **1% of net profits** if the company has a Managing Director or Whole-Time Director.
- If the company does not have an Executive Director, the limit increases to **3% of net profits**.
- Computed in the manner laid down in Section 198 of the Companies Act, 2013.

### 4. REIMBURSEMENT OF EXPENSES

The Company shall reimburse the Non-Executive Directors for reasonable expenses incurred while performing their duties as Directors, including:

- Travel and lodging for attending Board and Committee meetings;
- Other official engagements on behalf of the Company;
- Professional advice taken in the discharge of their fiduciary duties (with prior approval).

### 5. DISCLOSURE & TRANSPARENCY REQUIREMENTS

- Regulation **34(3) & Schedule V of SEBI LODR** mandates disclosure of remuneration paid to Non-Executive Directors in the **Annual Report**.
- The company must provide a detailed breakdown of sitting fees, commission, stock options, and reimbursements.

### 6. STOCK OPTIONS & EQUITY-BASED COMPENSATION

- Regulation **17(6)(d) of SEBI LODR** allows Non-Executive Directors to receive **stock options**, subject to **shareholder approval**.
- Independent Directors, however, **remain ineligible** for stock options under **Regulation 17(6)(a)**.

For Wardwizard Innovations & Mobility Limited,

Sd/-

**Yatin Gupte**  
**(Managing Director)**  
**DIN: 07261150**