

ONDOOR CONCEPTS LIMITED

(Formerly known as Ondoor Concepts Private Limited)

CRITERIA/POLICY OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

REGULATORY PROVISIONS:

In terms of the requirement stated under Companies Act, 2013 read with related rules issued thereon and Regulation 17(6) of SEBI Listing (Obligations and Disclosure Requirements) Regulations 2015, Odoor Concepts Limited ("the Company") has formulated a policy document namely "Criteria or Policy of making payments to Non- Executive Directors" which will deal with the remuneration of the Non- Executive Directors.

Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6) of SEBI Listing (Obligations and Disclosure Requirements), Regulations, 2015, require the prior approval of shareholders of the Company if it exceeds the prescribed limits under the Act for making payment to its Non- Executive Directors.

SITTING FEES:

Independent Directors ("ID") and Non – Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). The payment of sitting fees will be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required.

The sitting fees paid to Non-Executive Independent Directors shall be INRs. 5000/- per meeting for attending meeting of the Board of Directors of the Company and sitting fees of INRs. 3000/- per meeting for attending committee meeting of the Directors of the Company

STOCK OPTIONS:

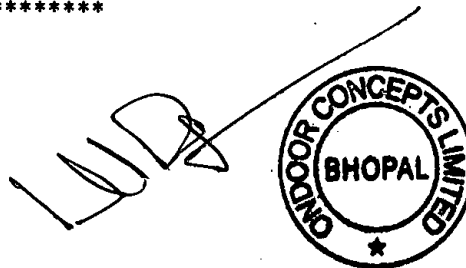
An Independent Director shall not be entitled to any stock option of the Company.

AMENDMENTS:

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this policy, if required at any stage in compliance with the prevailing laws.

Effective Date: 07.09.2023

Date of Approval of Board of Directors: 07.09.2023

The image shows a handwritten signature in black ink, which appears to be 'LUD'. To the right of the signature is a circular stamp. The outer ring of the stamp contains the text 'ODOOR CONCEPTS LIMITED' at the top and 'BHOPAL' at the bottom. In the center of the stamp, there is a small star symbol.