

Criteria for making payment to Non- Executive Directors

(Effective from February 28, 2023)

1. Preamble:

'Cian Healthcare Limited' is a Company incorporated under the provisions of the Companies Act, 1956 ("the Company"), founded in the year 2003, Company is a fully integrated pharmaceutical company committed to bring innovative and affordable medicines to address patient needs. Company research, develop and manufacture a wide range of products. Our portfolio comprises of gynecology, haematinic, cardio- diabetic, orthopaedic, paediatric, derma-cosmetic, antibiotic, CNS, vitamins & nutrient products.

Cian state of the art manufacturing facilities have multiple lines- tablets, capsules, soft gels, liquid orals, ointments/ creams & sachets. Products are developed at Company centralized R &D, staffed with world class professionals who are in constant pursuit to develop differentiated products.

The Company is committed to good corporate governance practices and with a view to ensure a transparent system of rewarding its Non-Executive Directors (NED) of the Company has formulated this Policy. The Committee of the Company has adopted the following policy and criteria with regard to paying remuneration to NED's as defined below, subject to the approval of the Board of Directors of the Company. This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its NED's based on the applicable laws and regulations applicable to the Company.

2. Purpose:

Corporate governance norms brought by the Companies Act, 2013 as well as Equity Listing Agreement, the role of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board of directors and the Cian Healthcare Limited has undergone significant changes over a period of time. The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

3. Policy/ Criteria for payment to NED's :

Cian Healthcare Limited has set the following criteria for making payment to Non- Executive Directors:-

- The remuneration/sitting fees to its Non- Executive Director(s) by way of lump sum amount or monthly , as may be mutually agreed by the board and the non-executive director(s).
- The remuneration/sitting fees shall be paid on or before end of each financial year to all non – executive directors by the company.
- The remuneration/sitting fees paid shall not be counted on the number of meetings attended by the Non-executive Directors.
- No commission shall be payable to NEDs
- NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/Committee Meetings.

4. Amendment in Law:

Any subsequent amendment/modification in the Listing Agreement and/or the applicable laws in this regard shall automatically apply to this Policy.

This Policy will be communicated to all operational employees and other concerned persons of the Company.
