HONASA

HONASA CONSUMER LIMITED

Policy for making payment to Non- Executive Directors

(Effective from August 13, 2026)

Remuneration of Non-Executive Directors, including Independent Directors

The remuneration payable to the Non-Executive Directors, including Independent Directors, shall be governed by the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The remuneration payable shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee ("NRC"), within the limits approved by the shareholders of the Company from time to time.

An Independent Director shall not be entitled to any stock options of the Company unless otherwise permitted under the Act and other applicable laws.

I. Commission:

The Non-Executive Directors, including Independent Directors, may be paid remuneration by way of commission in recognition of their contribution to the Board and its Committees, subject to the following:

- The aggregate commission payable shall be within the limits approved by the shareholders of the Company from time to time.

- The commission shall be payable annually:
  - after obtaining shareholders' approval, wherever such approval is required; or
  - where the requisite shareholder approval is already in force, after approval of the audited financial statements for the relevant financial year by the Board.

- The amount, manner of distribution and proportion of commission payable to each Non-Executive Director shall be determined by the Board, on the recommendation of the NRC, taking into account, *inter alia*, the following factors:
  - the Company's financial performance and profitability;
  - the Director's role and responsibilities;
  - Chairmanship and membership of Board Committees;
  - attendance and participation at Board and Committee meetings;
  - time devoted to the affairs of the Company;
  - contribution towards the strategic direction, governance and long-term success of the Company; and
  - such other factors as may be considered relevant by the NRC and the Board.

- Where a Director holds office for only a part of the financial year, the commission may be paid on a pro-rata basis, unless the Board determines otherwise.

II. Sitting Fees:

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

- The sitting fees shall be such amount as may be approved by the Board, on the recommendation of the NRC, within the limits prescribed under the Act and applicable laws. *(Presently ₹1,00,000 per meeting of the Board or any Committee thereof.)*
- Sitting fees shall ordinarily be paid promptly after the respective meeting to those Directors who have attended the meeting.

III. Reimbursement of Expenses

The Company shall reimburse all reasonable travel, hotel accommodation and other incidental expenses actually incurred by the Non-Executive Directors in connection with:

- attendance at meetings of the Board, its Committees, shareholders or management;
- discharge of their official duties; and
- any other official assignment undertaken on behalf of the Company.

IV. Mode of Payment

- All payments shall be subject to deduction of applicable taxes and statutory levies.
- Remuneration shall ordinarily be paid in Indian Rupees. However, where a Director requests payment in any other currency, the amount payable may be converted into the requested currency at the prevailing exchange rate on the date of payment and remitted accordingly, subject to applicable laws.
- All remuneration shall be credited only to the bank account of the concerned Director and shall not be assignable.

V. Miscellaneous

The Board has been vested with the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever subject to the Applicable Law and limits approved by the shareholders.

In the event of conflict between this Policy and any applicable laws, applicable laws shall prevail. Further, in case of any point(s)/ matter(s) not specifically covered/provided to under this Policy, the same shall be adhered to/complied with in line with the requirement of applicable laws.

Version	Effective Date	Latest Review	Approved by
V.1.1	August 13, 2026	Not Applicable	Board of Directors