

**CRITERIA /**  
**POLICY OF**  
**MAKING**  
**PAYMENTS TO**  
**NON-EXECUTIVE**  
**DIRECTORS**

**Identical Brains Studios Limited**

**1. 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 (Obligation and Disclosure Requirements), Regulations, 2015, Identical Brains Studios 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 of the Companies Act, 2013 and Regulation 17(6) (b) of SEBI Listing (Obligation 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.

**2. REMUNERATION / COMMISSION:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there, Overall remuneration 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.

**3. SITTING FEES:**

Independent Directors (“ID”) 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 NRC and approved by the Board. Quantum of sitting fees may be subject to review on a periodic basis, as required provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**4. COMMISSION:**

Company will pay commission to the NEDs Rs. 50,000/- (Rupees Fifty Thousand Only) (exclusive of applicable taxes) per month or any of them in such amounts or proportions and in such manner as may be decided from time to time by the Board of Director and such payments shall be made in respect of the profits of the Company for each financial year commencing from 1st April 2024, provided that the aggregate commission paid to all Non-executive Director of the Company shall not exceed one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in respect of each financial year.

**5. STOCK OPTIONS:**

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

**6. 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.

\*\*\*\*\*