



AMC Repo Clearing Limited

Secretarial Department Payment to Non-Executive Directors

ARCL/SECRETARIAL/POL/004

May 2026

Document Review and Approval

Revision History

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Approval Details

Sr. No.	Reviewer	Date Reviewed	Approved By	Approval Date
1	Mr. Kashinath Katakdhond	08-Jan-2025	Governing Board	8-Jan-2025
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1 Background

AMC Repo Clearing Limited (“ARCL” or “the Company”) is governed, amongst others, by the rules and regulations framed by Securities and Exchange Board of India (“SEBI”). Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations 2015”) requires every listed company to formulate a policy on criteria for making payments to non-executive directors.

2 Definitions

"Non-executive director" means an independent director, who does not participate in daily management or hold full-time employment, focusing instead on strategic oversight, governance, and independent judgment.

"Governing Board" means the Board of Directors of ARCL.

3 Role of Board of Directors

The Board of Directors of the company shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

4 Approval by Shareholders

The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under the Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

The approval of shareholders by special resolution shall be obtained every financial year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

5 Review

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment / modification to the applicable law shall automatically apply to this Policy.

This Policy shall be reviewed by the Governing Board of the company as and when required or at least once in a year and changes made therein, if any, shall be approved by the Governing Board.