TSC INDIA LIMITED

(Formerly known as TSC Travel Services Limited & TSC Travel Services Private Limited)

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. GENERAL PRINCIPLE

The overall remuneration payable to Non-Executive Directors of TSC India Limited ("TSC" or "the Company") shall be reflective of the size of the Company, the complexity of the travel and services sector in which it operates, and the Company's capacity to pay. Remuneration shall be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company.

2. ELIGIBILITY

Section 197 of the Companies Act, 2013, allows a Company to pay remuneration (excluding sitting fees) to its NEDs either by monthly payment or at a specified percentage of net profits of the Company, or partly by one way or partly by other subject to the prior approval of the shareholders of the Company.

Remuneration referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time that may be devoted and contributions made by the Non-Executive Directors to the Company.

3. SITTING FEES

The Non-Executive Director(s) shall receive Sitting fees for attending meetings of the Board or Committee thereof or any other meeting within the limits prescribed under Companies Act, 2013.

4. COMMISSION

The aggregate commission payable to all NEDs and IDs shall be recommended by the NRC to the Board, having regard to the following parameters:

- Company's financial performance and profitability.
- Returns delivered to investors and overall shareholder value creation.
- Such other qualitative parameters as the Board may consider relevant.

The NRC shall further recommend to the Board the individual commission payable to each Director, based on the outcome of the Board evaluation process, including:

- Attendance and time spent at Board and committee meetings.
- Quality of individual contributions at meetings.
- Contributions made by the Director outside of formal meetings.

5. REIMBURSEMENT OF EXPENSES

The Company may reimburse fair and reasonable expenses incurred by a Director in the performance of his/her duties. This includes expenses towards:

- Attending Board, Board committee, general, or court convened meetings.
- Meetings with shareholders, creditors, or management.
- Site visits, induction programmes, and training organised by the Company.
- Obtaining professional advice from independent advisors in furtherance of directorial duties.

6. APPROVAL AND REVIEW

All payments under this policy shall be recommended by the NRC and approved by the Board of Directors, within the parameters prescribed under the Companies Act, 2013 and other applicable laws. This policy shall be subject to review by the Board as and when deemed necessary.

For TSC INDIA Limited

Managing Director