HYPERSOFT TECHNOLOGIES LIMITED
CIN: L62010TG1983PLC003912
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CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

[Regulation 46(2)(c) of SEBI (LODR) Regulations, 2015]

1. Preamble

Hypersoft Technologies Limited ("the Company") has adopted the following criteria for making payments to its Non-Executive Directors (including Independent Directors), in accordance with Regulation 46(2)(c) of the SEBI (LODR) Regulations, 2015 and the provisions of Sections 197 and 198 of the Companies Act, 2013.

2. Sitting Fees

The Non-Executive Directors shall be paid sitting fees for attending meetings of the Board of Directors and of the Committees of the Board. The sitting fee shall not exceed rupees one lakh per meeting of the Board and rupees one lakh per meeting of any Committee of the Board, as fixed by the Board from time to time.

3. Commission

The Non-Executive Directors may be paid commission on the net profits of the Company. Such commission shall not exceed one per cent of the net profits of the Company in a financial year, computed under Section 198 of the Companies Act, 2013, subject to prior approval of the shareholders by an ordinary resolution. The amount payable to each Non-Executive Director as commission shall be determined on the basis of the time devoted, contributions made and responsibilities assumed by such Director, as recommended by the Nomination and Remuneration Committee.

4. Reimbursement of Expenses

Non-Executive Directors shall be entitled to reimbursement of all actual and reasonable expenses incurred in connection with attending the meetings of the Board and its Committees and otherwise in the discharge of their duties as Directors of the Company, on production of supporting bills and vouchers.

5. Stock Options

Independent Directors shall not be entitled to any stock options or performance-linked incentives of the Company, as provided under Regulation 17(6)(d) of the SEBI (LODR) Regulations, 2015.