

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

The Board of Directors ('Board') of Photonics Watertech Limited ('Company'), has formulated and adopted this in their meeting held on April 21, 2026.

As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof. The Company pays only sitting fee to its non-executive directors as permissible under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the letter of their respective appointments. In addition, the non-executive directors will also be entitled to reimbursement of all expenses for participation in the Board and other meetings of the Company.

The payments not amounting to sitting fee and otherwise permissible under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be subject to the approval of the Board of Directors.