

5. REMUNERATION OF DIRECTORS

Being a Government Company, the appointment, tenure & remuneration of Functional Directors including Chairman & Managing Director is decided by the Government of India acting through administrative ministry. The Government Nominee Directors are not paid any remuneration/sitting fees from the Company. In accordance with the Companies Act, 2013 read with DPE Guidelines on Corporate Governance, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013. At present, the sitting fee of ₹40,000/- is paid to Independent Director for attending each meeting of the Board and ₹30,000/- for attending each committee meeting thereof.

Details of remuneration paid to Functional Directors of the Company and details of sitting fees paid to Independent Directors for attending meetings of the Board and its committees, during the FY 26, are given in the Table A & Table B respectively.

Table A: Details of sitting fees paid to Independent Directors for the meetings held during the FY 26

Name of Independent Director	Amount (₹)
Shri Shabdsharan N. Brahmabhatt	21,10,000/-
Dr. Jaganath C.M. Jodidhar	17,80,000/-
Shri Ram Nihal Nishad	16,70,000/-
Smt. Rohini Rawat	18,50,000/-

Notes:-

- In addition to sitting fee, Independent Directors are also paid/reimbursed boarding/lodging/ conveyance expenses incurred for attending meetings of the Board/Committees and for official project visits.
- Except as mentioned above, the non-executive directors have no pecuniary relationship or transaction with the Company during FY 26.
- The terms and conditions of appointment of Independent Directors are available on website of Company at <https://www.ireda.in/policy/id-appointment-terms>.

Table B: Remuneration of Functional Directors paid during the FY 26

(₹ in Lakh)

Name & Designation	Salary & Allowances	Performance linked Incentive	Other Benefits	Employer PF Contribution	National Pension Scheme (NPS)	Total
Shri Pradip Kumar Das Chairman & Managing Director	39.68	25.41	62.37	7.00	3.57	138.03
Dr Bijay Kumar Mohanty Director (Finance) & CFO	32.33	16.97	25.09	3.89	3.88	82.17

Notes:-

- The Company had not given any stock options during FY 26.
- The service conditions of the Functional Directors/Directors including notice period and severance fee, if any, are governed as per the terms & conditions issued by the Govt. of India.
- Performance Linked Incentive is paid in line with the guidelines issued in this regard by DPE.
- Functional Directors are also entitled for medical benefits as per applicable rules of the Company.

6. GENERAL BODY MEETINGS

➤ ANNUAL GENERAL MEETING

The details of date, time and location of the last (three) Annual General Meetings ("AGM") held are as under:

FY	Day, Date & Time	Location	Whether any Special Resolution was passed
2022-23	Friday 30.06.2023 at 12.30 P.M.	Juniper Hall, Ground Floor & Habitat World, India Habitat Centre, Lodhi Road, New Delhi-110003	Yes*