

### **Remuneration of Non - Executive Directors:**

Non-Executive Directors' compensation include, payment of a fixed amount as sitting fees for attending the meeting of the Board, Committees or any other meetings of Directors and a Commission on the net profits.

The remuneration payable to the non-Executive directors within the limits and subject to the conditions as specified in the Companies Act, 2013 and SEBI regulations.

#### **i) Sitting Fees:**

The Non- Executive Directors, both independent and non-independent are entitled to receive remuneration by way of sitting fees for attending meetings of Board, sub-Committees of the Board, separate meetings of independent directors and any other meetings of the Directors as may be approved by the Board within the limits prescribed by the Central Government from time to time.

#### **ii) Commission**

The Non-Executive Directors are also entitled to a Commission on the net profits of the Company at a fixed amount/percentage on net profits as approved by the shareholders. The overall commission payable to all the Non-executive Directors should not exceed the limit as provided under the Companies Act, 2013 and SEBI regulations.

#### **iii) Reimbursement of Expenses:**

The Company should reimburse to the Directors, all the travelling and other out of pocket expenses incurred by them for attending the Board meetings, Meetings of Board Committees or other meetings of Director and the General Body meetings.

#### **iv) Stock Options:**

The Company is not offering any stock option to the Non-executive Directors of the Company.

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