

**REMUNERATION POLICY FOR DIRECTORS' & MANAGEMENT STAFF**

**I. Non-Executive Directors:**

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

Non-executive directors of the company are paid the following:

**Sitting Fees**

Non-executive directors of the company are paid the following fees as under, and same are within the limit prescribed under Companies Act:

- (i) Board Meeting – Rs.5,000/- per meeting;
- (ii) Audit Committee Meeting - Rs.3,500/- per meeting; and
- (iii) Other Committees Meetings – Rs.3,500/- per meeting.

**Commission**

As approved by the Shareholders in the general meeting, Apart from sitting fees the Company also reimburse the travelling and other related expenses incurred by the NEDs for attending the board and committee meetings. The service contract, notice period and severance fees are not applicable to NEDs. The Company currently does not have a stock option programme for any of its NEDs.

**II. Executive Directors:**

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to the Executive Director(s). Salary(ies) paid to Executive Director(s) is/are within the range approved by the Shareholders. The Commission paid/payable to the Chairman & Managing Director and Joint Managing Director is calculated at the rate of 2% and 1%, respectively, with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 (corresponding to Sections 198 and 309 of the Companies Act, 1956).

**III. Management Staff:**

Remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his annual performance, etc. The performance pay policy links the performance pay of each officer to his individual, business unit and overall Company's performance on parameters aligned to Company's objectives.