

## **Policy on Directors' Appointment and Remuneration**

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178.

### **REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS**

1. The Company is not having policy to pay any commission or remuneration to its non executive directors.
2. If the nominee directors appointed by the Financial Institutes, the Company pays Rs. 1,000/- for attending each meeting of the Board of directors and committee thereof. Presently there are no nominee directors are available with the Company.
3. The Company re-imbrues the actual travelling and lodging expenses to the Non Executive Directors for attending the Board and Committee and the members meetings from time to time.
4. The Company is paying sitting fee of Rs.1,000/- for attending a meeting on a day. However, it do not give any ESOP, etc to its other No executive and independent directors.

### **REMUNERATION CRITERIA FOR THE EXECUTIVE DIRECTORS AND KMP:**

1. The Remuneration of the executive directors including the Chairman and Managing Director, determine and approve by the Remuneration Committee of the Board, consisting of the independent directors.
2. The Executive directors being appointed for a period of 3 years at a time.
3. The Company is not paying any sitting fee as well as do not give any ESOP, etc to its other executive directors.
4. The Company is paying remuneration to its CS and CFO as per the terms of the appointment approved by the Remuneration Committee and they are also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.