

ZODIAC

Criteria for Making Payments to Non –Executive Directors

The overall remuneration should be reflective of the size of the Company operations and the company's capacity to pay the remuneration.

Sitting Fee

The Independent Directors (ID) are being paid only sitting fees for attending the meeting of the Board or the Committee thereof or any other meeting for any other purpose whatsoever as may be decided by the Board. The sitting fees presently payable to the Board of Directors for attending meetings of the Board and Audit Committee is Rs. 50,000/- per meeting and for all other meetings of the Committees of the Board is Rs. 20,000/- per meeting. The Board may on the recommendation of the Nomination & Remuneration Committee, enhance the sitting fees upto the maximum limit permitted under the Companies Act 2013 and the rules thereunder.

The Non Executive Directors of the Company may receive sitting fees for attending meetings of the Board and Committees (as mentioned above) thereof or any other meeting as required under the Companies Act 2013, the SEBI (Listing Obligations & Disclosure Requirements) Regulations or other applicable laws.

Commission

Commission is payable only to the Non- Executive Promoter director/s within the monetary limit approved by the members of the Company subject to the same not exceeding 5% of the net profits of the Company computed as per the applicable provisions of the Companies Act 2013. The amount of Commission shall be determined considering the overall performance of the company, attendance at the meetings of the Board/Committees, Membership/ Chairmanship of committees and contribution by the respective non executive directors.

Reimbursement of actual expenses incurred:

Non- Executive Directors may also be paid or reimbursed such sums actually incurred by them towards travel, boarding and lodging and other incidental expenses for attending the Board and Committee Meetings.

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