



CEETA INDUSTRIES LIMITED

(CIN - L15100KA1984PLC021494)

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104, Phone: 91-816-2970239

Head Office: Saraf House, 4/1 Red Cross Place, 3rd Floor, Kolkata – 700001.

Email: kolkata@ceeta.com; Website: www.ceeta.com; Phone: 91-33-2262 8062/ 8063, Fax: 91-33-2262 8046

CRITERIA OF MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

Non-Executive Directors (“NED”) (including Independent Directors) of the Company play an important role as a part of the Board. They bring in external and wider perspective to the decision making by the Board and provide leadership and strategic guidance, while maintaining objective judgment. They also help the Company in ensuring that all legal requirements and Corporate Governance are well taken care of. The responsibilities and obligations imposed on the Non-Executive Directors have increased manifold in the recent years on account of a number of factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements

Factors to be considered:

- Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company’s operations and the company’s capacity to pay the remuneration.
- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
- Overall remuneration practices should be consistent with recognised best practices.

Remuneration of Non-Executive Directors and Independent Directors:

- 1) The remuneration payable to each Non-Executive Director (including Independent Directors) is based on the remuneration structure as determined by the Board and may revised from time to time, depending on individual contribution, the Company’s performance, and the provisions of the Act read with the rules made thereunder and Listing Regulations;
- 2) The remuneration to the Non-Executive Directors (including Independent Directors) may be restricted to the sitting fees for attending meetings of the Board of Directors and/or meetings of Audit Committee or Nomination and Remuneration Committee or Stakeholders Relationship Committee or any other Committee that may be formed by the Board, provided that any sitting fees paid to the Independent Director shall not be less the sitting fees paid to Non-Executive Directors;
- 3) The remuneration to the Non-Executive Directors may be paid within the monetary limits approved by shareholders and as per computation of the net profits of the Company as per the applicable provisions viz. Sections 197, 198 and Rules made thereunder read with Schedule V of the Act;
- 4) The approval of shareholders by special resolution shall be obtained every year, in the cases wherein the annual remuneration payable to a single Non-Executive exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof.
- 5) Independent Directors shall not be eligible for stock options of the Company, if any.



CEETA INDUSTRIES LIMITED

CEETA INDUSTRIES LIMITED

(CIN - L15100KA1984PLC021494)

Registered Office: Plot No. 34-38, KIADB Industrial Area, Sathyamangala, Tumkur-572104, **Phone:** 91-816-2970239

Head Office: Saraf House, 4/1 Red Cross Place, 3rd Floor, Kolkata – 700001.

Email: kolkata@ceeta.com; **Website:** www.ceeta.com; **Phone:** 91-33-2262 8062/ 8063, **Fax:** 91-33-2262 8046

- 6) In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company as may be required.