



## **NOCIL LIMITED**

### **Criteria for making the payment to Non –Executive Directors**

#### **Remuneration**

An Independent Director / a Non –Executive Director is entitled to sitting fees as decided by the Board of Directors of the Company for attending meeting of the Board of Directors or Committee/s thereof or for any other purpose whatsoever as may be decided by the Board of Directors from time to time. Quantum of sitting fees may be subject to review on a periodic basis, within the limits as may be prescribed.

He / She shall be entitled to profit related commission as may be decided by the Board of Directors and approved by the members of the Company under Section 197 of the Act. The aggregate commission payable to all the Non –Executive Directors and Independent Directors will be recommended by the Nomination and Remuneration Committee to the Board based on Company’s performance, profits and any other significant qualitative parameters as may be decided by the Board.

#### **Stock Options**

The Nomination and Remuneration Committee ensures that all restrictive clauses of the stock options scheme are complied with from time to time with regard to grant of stock options to all Non Executive Directors.





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### **Reimbursement of Expenses**

An Independent Director / a Non –Executive Director is reimbursed all expenses incurred in travelling and such other expenses for attending the Board and other meetings.

(Note: The above criteria for making payment to Non-Executive Directors is in line with the Remuneration Policy approved by the Board of Directors at its Meeting on 25<sup>th</sup> March 2015)

