

SAUP INDUSTRIES LIMITED

“CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS”

The Non-executive Directors bring in a wider perspective in the deliberations and decision-making of the Board which adds value to the Company. They also play a crucial role in the Independent functioning of the Board.

Pursuant to Clause 49 (IV) (E) (iii) of the Listing Agreement entered with the Stock Exchanges, following are the criteria for making payments to Non –executive Directors of the Company:

- **Sitting Fee:** A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- **Commission:** A Non-Executive Director will also be entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee;
- **Reimbursement of actual expenses incurred:** NEDs may also be paid / reimbursed such sums incurred as actuals for travel, incidental and / or actual out of pocket expenses incurred by such Director / Member for attending Board / Committee Meetings.

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