

KAYCEE INDUSTRIES LIMITED

**Registered Office: Old Kamani Chambers, 32-Ramjibhai Kamani
Marg, Ballard Estate, Mumbai-400001, India.**

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CIN: L03210TZ1985PLC001535

CRITERIA FOR REMUNERATION OF NON – EXECUTIVE DIRECTORS

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Non-Executive Directors’ compensation include payment of a fixed amount as sitting fees for attending the meeting of the Board and committees thereof and a Commission on the net profits with the approval of the shareholders of the Company.

- i. **Sitting Fees:** The Non- Executive Directors, both independent and Non- independent are entitled to receive remuneration by way of sitting fees for attending meetings of Board and sub-Committees of the Board as may be recommended by the Committee and approved by the Board within the limits prescribed by the Central Government from time to time.
- ii. **Commission:** Commission may be paid to the Non-Executive Directors within the overall limit approved by the shareholders and as decided by the Board from time to time, subject to the limit not exceeding 1% of the profit as calculated under section 198 of the Companies Act, 2013.
- iii. **Reimbursement of Expenses:** The Company reimburses to the Directors all the travelling and other out of pocket expenses incurred by them in attending the Meetings of the Board, Meetings of Board Committees and the General Body meetings.
- iv. **Salary and Bonus :** Non-Executive Directors are not eligible for Salary, Bonus and Performance linked incentives
- v. **Stock Options:** The Company is not offering any stock option to the Non-executive Directors of the Company.

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