



# **CENTURY ENKA LIMITED**

## **CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS**

## **DOCUMENT CONTROL**

### **Document version**

This document named as "Criteria of making payments to non-executive directors" document is version 1.2.

### **Revision history**

<b>Sr. No.</b>	<b>Date of preparation / modification</b>	<b>Version No.</b>	<b>Modified By</b>	<b>Reviewed by</b>	<b>Approved by</b>
1.	14 <sup>th</sup> July 2019 (including all earlier version)	1.0	Legal & Secretarial Department	Nomination & Remuneration Committee and Board	Shareholders
2.	19 <sup>th</sup> May 2021	1.1	Legal & Secretarial Department	Board	Board
3.	31 <sup>st</sup> August 2024	1.2	Legal & Secretarial Department	Nomination & Remuneration Committee and Board	Shareholders

### **Issuing Authority**

This Criteria is to recommend by Nomination & Remuneration Committee and Board and approved by the Board and Shareholders, as the case may be.

### **Author and Responsible Official**

This Criteria is to be maintained and updated by way of additions, deletions and modifications, only by the Legal and Secretarial Department subject to review/approval by the Board.

Every time this document is edited, the version increases by one unit and the version is to be mentioned in the Document Control section.

### **Applicability and Usage**

This Criteria document applies to Non-Executive Directors of the **Century Enka Limited**.

## **APPLICABILITY & SCOPE**

The documents related to criteria of making payments to non-executive directors shall be applicable to the non-executive directors of the Company.

## **REMUNERATION PAID TO NON-EXECUTIVE DIRECTORS**

The Non-Executive Directors of the Company will be remunerated through sitting fees and commission.

### **(i) Sitting Fees**

The sitting fees paid to each Director, excluding the Managing Director, for attending meetings of the Board of Directors and its Committees are detailed below:

<b>Type of Meeting</b>	<b>Sitting Fees per meeting</b>
Board	₹ 25,000/-
Audit Committee	₹ 15,000/-
Nomination & Remuneration Committee / Corporate Social Responsibility Committee/ Stakeholders' Relationship Committee /Share Transfer Committee/Risk Management Committee	₹ 7,500/-

### **(ii) Commission**

Pursuant to the special resolution passed by the shareholders at the 58th Annual General Meeting held on 30<sup>th</sup> August 2024, commission is payable to Non-Executive Directors at a rate not exceeding 1% of the Company's net profits, calculated in accordance with Sections 197 and 198 of the Act. This payment is subject to such ceiling as may be decided by the Board of Directors from time to time. The Board has established criteria for commission payments based on the duration of service and overall contribution as Directors.

There were no other pecuniary relationships or transactions between the Company and the Non-Executive Directors.

## **WEBSITE DISCLOSURE**

In pursuance of Regulation 46 of the Listing Regulations, this Criteria and any amendment(s) thereto shall be hosted on the website of the Company as well mentioned in Corporate Governance section of the Annual Report.