



Tirupati Starch & Chemicals Ltd.

Regd. Off. Shree Ram Chambers, 1st Floor, 12 Agrawal Nagar, Main Road, Indore-1

Phones: 0731-2405001, Fax : 91-0731-2405000

E-mail : tirupati@tirupatistarch.com

Works : Village-sejwaya, Ghata Billod, Dist. Dhar (M.P.) Phones : (07292) 277479, 277280

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTOR (INCLUDING INDEPENDENT DIRECTOR)

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, to the Non Executive Directors, including Independent Directors, whether as Sitting Fees, commission, **Remuneration pursuant to the amendment of MCA dated 18th March, 2021, and the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any or otherwise.**

The Board shall determine the sitting fees, compensation, Remuneration or otherwise to Non-Executive Directors (including Independent Directors) within the parameters as prescribed by Companies Act, 2013 & applicable SEBI Regulations. The payment of sitting fees, commission and Remuneration will be recommended by the NRC and approved by the Board.

In addition to the sitting fees, commission and Remuneration, 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 (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director etc.
