



SITA SHREE 
FOOD PRODUCTS LTD.

AN ISO 22000:2005 and 9001 : 2000 CERTIFIED COMPANY

Regd. Off & Flour Div.: 332/4/2, R.D. Udyog Nagar, Palda - Nemawar Road, Indore M.P. 452001 INDIA

Soya Division: Khasra No. 5 / 1, Vill Barlai Jagir, PO Kshipra, Teh. Sanwer, Dist. Indore –M P. INDIA

Ph.: + 91-731- 2439901, 902 ,912, 920, 926, Fax +91-731-4068448

E mail : info@sitashri.com Website : www.sitashri.com CIN : L15314MP1996PLC010741

Manufacturers of: Soya Oil, Soya Flour, Wheat Flour, Maida, Rawa, Suji, Dalia and Pulses

Importers and Exporters of all Agricultural Commodities

CRITERIA FOR MAKING PAYMENT TO NON- EXECUTIVE DIRECTOR

With changes in the Corporate Governance norms, the role and responsibilities of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board has undergone a substantial change over a period of time. 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.

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration. Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members). Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law, the payment of sitting fees will be recommended by the NRC and approved by the Board. Overall remuneration (sitting fees) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).

Overall remuneration practices should be consistent with recognized best practices.

In keeping with the above, any fee/remuneration payable to the NEDs of the Company shall abide by the following:

➤ **Sitting Fee:**

They will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
