

ROSSARI BIOTECH LIMITED

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Criteria of Making Payments to Non-Executive Directors

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1. SITTING FEES

The non-executive directors are entitled to sitting fees for attending the meetings of the Board and Committees thereof. Sitting fees paid to non-executive directors shall be within the limits prescribed by the Companies Act, 2013 and as approved by the Board of Directors from time to time on the recommendation by Nomination and Remuneration Committee.

2. COMMISSION

The Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors. Such commission will be approved by the Board and shareholders in accordance with the provisions of the Companies Act, 2013. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.

3. REIMBURSEMENT OF EXPENSES

The non-executive directors are also entitled to reimbursement of expenses incurred by them on behalf of the Company and expenses for participation in the Board and other official meetings in terms of the Companies Act, 2013.
