

## **FIEM INDUSTRIES LIMITED**

### **Criteria of making payment to Non-executive Directors**

**[Pursuant to Regulation 46(2)(f) of SEBI (LODR) Regulations, 2015, as amended]**

- ***Regulation 46(2) of SEBI (LODR) Regulations, 2015 provides that the listed entity shall disseminate the following information on its website:***  
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  - *(f) Criteria of making payments to non-executive directors, if the same has not been disclosed in annual report;*
- ***Para C under Schedule V of SEBI (LODR) Regulations, 2015 provides for disclosure in Corporate Governance Report (CGR) in the Annual Report.***
  - *Clause (5)(b) under Para C specifies that Criteria of making payments to non-executive directors to be provided in CGR. Alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report.*

**Pursuant to above regulations, the information on 'Criteria of making payment to Non-executive Directors' is provided as under:**

1. The Non-executive Directors are paid sitting fees for each of the meeting attended by them i.e. Board Meeting(s), Committee Meeting(s) and Separate Meeting(s) of Independent Directors. In addition to this, the Non-executive Directors may also be provided conveyance facility, re-imbusement travelling expenses etc. for the meetings attended by them.

**The information and criteria of making payments /remuneration to Non-executive Directors are also disclosed in Annual Report of the Company under Corporate Governance Report and other appropriate places.**

2. Further, the following information and criteria for making payments to Non-executive Independent Directors is also given in format of 'Letter of Appointment for Independent Directors' as disclosed on website of the Company under 'Independent Directors Appointment Terms'.
  - Independent Directors 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 from time to time.
  - Independent Directors will have no entitlement for any bonus or employee stock option scheme (presently company don't have any employee stock option scheme).
  - In addition to the sitting fee, the Company will for the period of appointment of Independent Director, reimburse all travel, hotel and other incidental expenses incurred by Independent Director in the performance of his role and duties.

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