

NCC LIMITED

**REMUNERATION
POLICY FOR
NON-EXECUTIVE DIRECTORS**



(1)

1. REGULATORY PROVISIONS:

In terms of the requirement stated under Companies Act, 2013 read with related rules issued thereon the SEBI (LODR) Regulations 2015 as amended, NCC Limited (“the Company”) has formulated a policy document namely “Remuneration Policy for Non- Executive Directors” which will deal with the remuneration of the Non-Executive Directors.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every company to publish criteria of making payments to Non- Executive Directors in its Annual Report and also hosted on the Company’s website.

2. COMPANY POLICY:

At NCC Limited the Board of Directors and Management lays great emphasis on adding and practicing good Corporate Governance practices with a view to achieve transparency in its operation so as to boost stakeholders’ confidence.

The objective of this Policy is to ensure that the Non- executive Directors’ are governed by comprehensive compensation criteria, that is based on their merits and valuable contribution made by them towards the success of the Company.

3. CRITERIA:

Criteria for making payments to Non-Executive Directors will be decided by the Board and which shall be on the basis of:

- Contribution during the Board & Committee Meetings held during the year.
- Active Participation in strategic decision making.
- Responsibilities undertaken such as Membership and /or Chairmanship of Committees
- Time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act and the SEBI (LODR) Regulations, 2015 as amended
- Such other factors / criteria as may be considered necessary or desirable for determining the compensation



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4. HEADS UNDER WHICH PAYMENTS CAN BE MADE:

Any fee/remuneration payable to the Non- Executive Directors of the Company shall be in following manner.

Sitting Fee:

Non- Executive Director(s) may receive remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, SEBI Regulations or other applicable law or for any other purpose whatsoever as may be decided by the Board.

Independent Directors' shall be paid a sitting fee of such amount as may be determined by the Board of Directors from time to time keeping in view the provisions of the Companies Act, 2013 as amended from time to time and other applicable legal provisions.

Remuneration and Commission:

Under the Companies Act, 2013, Section 197 allows a company to pay remuneration to its Non- Executive Director(s) either by way of a monthly payment or at a specified percentage of the net profits of the company.

The Company is however not obligated to remunerate its Non- Executive Director(s).

Further, Section 197 of the Act provides that the remuneration payable to directors who are neither Managing Director(s) nor Whole Time Director(s), shall not exceed-

(i) one percent of the net profits of the Company, if there is a Managing or Whole Time Director or Manager,

(ii) three percent of the net profits in any other case.

In addition to Sitting Fee, and/or Commission and subject to the provisions of the Act, SEBI Regulations and other applicable law, the Non-Executive Directors may also be paid remuneration of such amount as may be decided by the Board of Directors of the Company from time to time, depending on the extra time and effort as may be devoted and contribution as may be made by the Non-Executive Directors and which payment shall be made after obtaining the requisite approval of the Shareholders of the Company to the extent necessary.

(3)

Refund of excess remuneration paid:

If any such director draws or receives, directly or indirectly, by way of fee/remuneration / compensation any such sums in excess of the limit as prescribed or without the prior sanction of the Central Government, where it is required, he shall refund such sum to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it unless permitted by the Central Government.

Reimbursement of actual expenses incurred:

Non- Executive Director(s) may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such Directors for attending Board/Committee Meetings.

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of the Non- Executive Director(s).

5. AMENDMENTS:

Any subsequent amendment / modification of the provisions of the Companies Act and the Rules framed thereunder and / or the SEBI (LODR) Regulations, 2015 relating to the Remuneration payable to the Non- Executive Director(s) the same shall automatically apply to this Policy and the Policy is deemed to have been amended to that extent.

