

**CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE
DIRECTORS
OF
DEBOCK SALES & MARKETING LIMITED
[FORMERLY KNOWN AS DEBOCK SALES & MARKETING PVT
LIMITED]
(CIN:U52190RJ2008PLC027160)**



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CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

With changes in the corporate governance norms brought by the Companies Act, 2013 as well as Listing Agreement, the Non-Executive Directors (NED) of the Company have a crucial role to play in the independent functioning of the Board. They devote their valuable time in deliberating in the course of the Board and Committee meetings and give their advice to the management of the Company from time to time.

Under the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, requires every company to put its criteria of making payments to NEDs on its website. The Payment made to the NEDs of the Company shall abide with the following:

1. **Sitting Fee:** Such director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013, other applicable law or for any other purpose whatsoever as may be decided by the Board.

At present The Non - executive Directors does not have any other material pecuniary relationship or transactions with the Company during the year. Company does not pay any Remuneration to the Non Executive Directors for attending meetings of the Board or Committee thereof or any other meeting for any other purpose whatsoever as may be decided by the Board.

2. **Reimbursement of actual expenses incurred:** NEDs may 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 member for attending Board/Committee Meetings.

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs.

Apart from reimbursement of actual expenses incurred and sitting fee for attending the Board and committee meetings, no other payment is made to any of the non-executive directors. The company has no stock option plans and hence, such instruments do not form part of remuneration payable to NEDs.

Sitting fee is paid to the NEDs for attending Board meetings or Committee meetings There of will be within the limits prescribed in the Companies Act, 2013.
