

YASHMAN DEEPAK LIMITED

Registered Office: 58, Ratan Sarkar Garden Street, First Floor, Kalakar Street, Kolkata – 700007 (West Bengal)

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Non-Executive Directors of the Company play an essential role as a part of the Board. They bring in external and wider perspective to the deliberations and decision-making by the Board. They devote their valuable time in discussions in the course of the Board and Committee Meetings of the Company. They also help ensuring good Corporate Governance norms.

As per Regulation 46 (2) (f) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Listed entity shall disseminate following information on the website of the Company:

1. **Sitting Fee:** Non-Executive Directors may be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and other applicable law.

2. **Remuneration:** Section 197 of the Companies Act, 2013, allows a Company to pay remuneration (excluding sitting fees) to its Non-Executive Directors at a specified percentage of net profits of the Company, subject to the prior approval of the shareholders of the Company. Remuneration referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time that may be devoted and contributions made by the Non-Executive Directors to the Company.

3. **Reimbursement of actual expenses incurred:** Non-Executive Directors may also be paid/reimbursed such sums incurred as actual for travel, incidental and/or actual out of pocket expenses incurred by such Director/Member for attending Board/Committee Meetings.

4. **Payment to Independent Directors:** An Independent Director shall not be entitled to any stock option and may receive sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related remuneration up to a specified percentage of net profits in such proportion, as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.