

# CENTENIAL SURGICAL SUTURE LTD.

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## CRITERIA OF MAKING PAYMENTS TO INDEPENDENT NON-EXECUTIVE DIRECTORS:

The compensation to the Board of Directors of the Company are broadly governed by the provisions of the Companies Act 2013, Articles of Association of the Company and the SEBI Regulations.

Executive Directors are eligible to receive a fixed remuneration on a monthly basis from the Company. The aim of providing fixed remuneration is to attract and retain the best qualified members to the Board. The fixed remuneration is determined based on market standards and the Company's specific needs from time to time. The Board of Directors evaluate the fixed remuneration annually based on the results from the previous period and with due consideration to the trend within the market standards.

Executive Directors do not receive any sitting fees for attending the Board and Committee meetings.

➤ **Sitting Fee to Independent Non-Executive Director :**

Such Independent 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 [Listing Obligation Disclosure Requirement (LODR)] Regulation, 2015 or other applicable law or for any other purpose whatsoever as may be decided by the Board;

➤ **Payment to Independent Non-Executive Directors:**

An Independent Director shall not be entitled to any stock option and may receive remuneration only by way of sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof.