BARODA EXTRUSION LTD.
where copper takes shape

CIN NO.: L27109GJ1991PLC016200

POLICY ON PAYMENTS TO DIRECTORS

Regd Office and Works:
Survey No 65/66,
Village: Garadhiya Jarod-Samlaya Road,
Taluka: Savli, Vadodara - Halol Highway,
District: Vadodara 391520, Gujarat, India.

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

Remuneration to Chairman, Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

i. Fixed pay: The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board / the person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

ii. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it not able to comply with such provisions, with the previous approval of the Central Government.

iii. Provisions, for excess remuneration: If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any sums in excess of the limits prescribed under the Act or without the prior sanction of the Central government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non – Executive / Independent Director:

i. Remuneration: The remuneration / commission shall be fixed as per the terms and conditions mentioned in the Articles of Association of the company and the Act.

ii. Sitting Fees: The Non-Executive / Independent Director shall receive remuneration by way of fees for attending meetings of Board or Committee thereof, as may be decided by the Board, from time to time. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

iii. Commission: commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provision of the Act. "Differential Commission may be paid to Non – Executive / Independent Directors based on their participation, contribution and active role in the Board and strategic matters of the Company.'

iv. Stock Options: An Independent Director shall not be entitling to any stock option of the company.

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