

SKP SECURITIES LTD.

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

PREAMBLE

The Securities and Exchange Board of India ("SEBI") vide its Notification dated September 02, 2015 has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulation").

The Regulation requires listed company to publish its criteria of making payments to Non-Executive Directors in its annual report. Alternatively, this may be put up on the company's website and reference may be drawn thereto in its annual report. Section 197 of the Companies Act, 2013 and Regulation 17(6)(a) of Regulation require the prior approval of the shareholders of a company for making payment to its Non-Executive Directors.

POLICY STATEMENT

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the company's capacity to pay the remuneration. It should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).

The Nomination and Remuneration Committee ("the Committee") shall recommend to the Board the amount of sitting fees to be paid to Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") for attending the meetings of the Board and of committees of which they may be members.

The Committee shall also recommend to the Board the amount of commission to be paid to ID and NED which shall be within the limits prescribed under Companies Act, 2013, the regulations and other statutory, regulatory provision as may be applicable.

In addition to the sitting fees and commission, the Company may pay such fair and reasonable expenditure, as may have been incurred by them while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings court convened meetings, meetings with shareholders/creditors/ management, and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.



REVIEW

The Committee will review the policy periodically and make relevant recommendations to the Board for their consideration and approval.

DISCLOSURE

This Policy shall be disclosed on the Company's website i.e. www.skpmoneywise.com.

AMENDMENT

The Committee shall have the power to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, to the condition that such alteration shall be consonance with the provision of the Act and Regulations.

