



# MAPRO INDUSTRIES LIMITED

[CIN - L70101MH1973PLC020670]

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## CRITERIA OF MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

a) **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

b) **Reimbursement of actual expenses incurred:**

The Non- Executive / Independent Director 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 meeting of Board or Committee thereof..

c) **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 provisions of the Companies Act, 2013.

d) **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

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

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