



CAMPUS ACTIVEWEAR LIMITED

Criteria for making payment to Non- Executive Directors

With the evolving corporate governance norms under the Companies Act, 2013 as well as the SEBI Listing Regulations 2015, the role of Non-Executive Directors (NEDs) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time.

The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time.

The Company has the following Criteria of making payments to non-executive Independent directors:

1. **Sitting Fee:** Independent director(s) shall receive remuneration by way of fee for attending meetings of the Board or its allied Committees thereof. The same shall be approved by the Board of Directors as per the provisions of the Companies Act, 2013.
2. **Commission:** In addition to the aforesaid sitting fees, as per Section 188 of the Companies Act, 2013, a profit related commission shall also be payable to the Independent Directors.

An independent director shall not be entitled to any stock option.

None of our Non-Independent Non-Executive Directors are entitled to receive any sitting fees or commission.
