REGANTO ENTERPRISES LIMITED

(formerly Known Vintron Informatics Limited)

CIN: L43299DL1991PLC045276

Regd. Office : 1117, 11th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi, Delhi-110019

Email: info@regantoenterprises.com

Website: www.regantoenterprises.com

(CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS)

1) 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 such amount as prescribed under the Companies Act, 2013. The Board of Directors shall determine quantum of sitting fees payable for Board or Committee meeting.

The proposal for payment of sitting fees will be considered by the Nomination & Remuneration Committee (N&R) and recommended to the Board. The Board upon recommendation from N&R Committee, will decide payment of sitting Fees on a case to case basis.

2) Consultancy/Professional Fees :

Pursuant to the provision of the Act, Consultancy/Professional services, if any, shall be paid to any Non-Executive/ Independent Director which will be commensurate to the Professional Qualification and work Experience possessed by them.

The Nomination & Remuneration Committee (N&R) shall consider the proposal for payment of such services according to the Policy on Remuneration to Directors and Key Managerial Personnel and recommended to the Board. The Board upon recommendation from N&R Committee, will decide payment of consultancy/professional fees on a case to case basis.

3) Commission :

The profit-linked Commission, if any, shall be paid within the monetary limit approved by the Board / Shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act.

4) Monthly Remuneration to Non -Executive Director :

In terms of the provisions of section 197(3) and Section II of Schedule V of the Companies Act, 2013, a company may pay the remuneration to its Non Executive Director as per the table defined under the section II of the aforesaid schedule being the "other director". Hence the company may pay the remuneration to Non Executive Director by way of monthly payment subject to the Schedule V of the said Act and such other limits or any relaxation by the Central Government in Guidelines/circulars/notification so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013

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