

## **VICEROY HOTELS LIMITED**

### **Criteria for Payment of Non-Executive Directors and Senior Management**

The Criteria for payment non-executive directors of the Company are broadly governed by the provisions of the Companies Act 2013, Articles of Association of the Company and the SEBI regulations.

**Non Executive Directors** are eligible for fixed amount of sitting fees for attending meeting of the Board of Directors and its committees. The Independent Directors are not eligible for Stock Options.

#### **Sitting fees**

The Sitting fees presently payable to the Board of Directors for attending the meetings of the Board and its committees is based on the following criteria

The members are entitled for Rs. 5,000/- per meeting.

The Board has the flexibility to enhance the sitting fees up to the maximum limit allowed by the Companies Act, 2013 and Rules thereunder.