

HUGHES AND HUGHES CHEM LIMITED

CRITERIA FOR MAKING PAYMENT TO NON EXECUTIVE DIRECTOR

BACKGROUND

The Hughes and Hughes Chem Limited incorporated under Companies Act, 1956 on 07th August, 1991, in order to committed Good corporate governance practices and with a view to ensure a transparent system of rewarding its Non-Executive Directors (NED) of the Company, Company has formulated this Policy. The Board of Directors of the Company has adopted the following policy and criteria with regard to paying remuneration to NED's subject to the approval of the Board of Directors of the Company. This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its NED's based on the applicable laws and regulations applicable to the Company.

POLICY/ CRITERIA FOR PAYMENT TO NED'S

The Company consider following criteria for making payment to Non-Executive Director:

- 1) Lum Sum consideration by way of Remuneration and Sitting fee shall be paid to Non-Executive Director in accordance with agreement between the Non-Executive Director and Board of Director of the Company.
- 2) All the remuneration and sitting fees shall be payable on or before the expiry of the financial year.

AMENDMENT IN LAW

Any subsequent amendment/modification in the Listing Agreement and/or the applicable laws in this regard shall automatically apply to this Policy. This Policy will be communicated to all operational employees and other concerned persons of the Company.