

The Crescent Textile Mills Limited

Directors' Remuneration Policy for attending Board Meetings

The compensation to the Board of Directors of the Company are broadly governed by the provisions of the Companies Act 2017 (the '**Act**'), Articles of Association of the Company (the '**AoA**') and the Listed Companies (Code of Corporate Governance) Regulations, 2017 (the '**Code**'). These requirements are set out here below:

Section 170 (2) of the Act provides *“that the remuneration to be paid to any Director for attending the meetings of the Board or a committee of Directors shall not exceed the scale approved by the Company or the board, as the case may be, in accordance with the provisions of the articles.”*

The Article 51 of the Company's AOA provides that Subject to any approval or limits required by law, the terms and conditions and remuneration of Directors, Chief executive and Chairman for performing extra services and attending meetings shall be determined by the Board of Directors.

Regulation 17 of the Code provides that *“the Board of Directors shall have in place a formal policy and transparent procedure for fixing the remuneration package of individual Directors for attending meetings of the board and its committees.”*

In light of the above legal provisions, the Executive Directors are entitled to remuneration package subject to the provision of Section 170 (1) of the Act, Article 51 of the Articles of Association and regulation 17 of the Code.

Non-Executive and independent Directors are eligible for fixed amount of meeting fees for attending meeting of the Board of Directors and its committees.

Meeting fees

The meeting fees payable to the Board of Directors for attending the meetings of the Board and its committees is based on the following criteria, approved by the Board of Directors:

- The Chairman of the Board is entitled for a meeting fee of Rs. 20,000 per meeting
- The other Non-Executive Directors are entitled for a meeting fee of Rs. 20,000 per meeting.
- The Independent Directors are entitled for a meeting fee of Rs. 20,000 per meeting.

In addition to the meeting fee, the directors are also entitled to return air ticket for travelling for the meeting and/or provisions of Company transport.