



CHARTERED LOGISTICS LIMITED

CIN:L74140GJ1995PLCO26351

REG. OFFICE: A/409, STELLAR, OPP. ARISTA, SINDHUBHAVAN ROAD, AHMEDABAD-380059.

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Criteria for making payments to Non-Executive Directors

Schedule V read with Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred as “Listing Regulations”), requires every Company to publish its criteria of making payments to Non- Executive Directors in its annual report. Alternatively, as per Regulation 46 (2) of Listing Regulations, this may be put up on the Company’s website and reference may be drawn thereto in its annual report.

Section 197 of the Companies Act, 2013 and Regulation 17(6) (a) of Listing Regulations require the prior approval of the shareholders of a Company for making payment to its Non-Executive Directors. However, the requirement of obtaining prior approval of shareholders in general meeting shall not apply to payment of sitting fees to non-executive directors, if made within the limits prescribed under Companies Act, 2013 for payment of sitting fees without approval of the Central Government.

Accordingly, the following criteria are laid down for CHARTERED LOGISTICS LIMITED (hereinafter referred as “the Company”). In keeping with the above, any fee/remuneration payable to the Non- Executive Directors of the Company shall abide by the following:

REMUNERATION TO NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

1. Non-Executive Directors, Independent Directors of the Company may receive sitting fees for attending meetings of Board or Committee, if the Board so deems fit and approves subject to the provisions of the Act. The amount of sitting fees may be recommended by Committee and approved by Board.
2. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Act and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board or shareholders, as the case may be.
3. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and LODR, as amended from time to time.

- **Values** :-Honesty & Integrity, Commitment, Efficiency, Safety.
- **Vision** :-To be a premium logistics company with focus on better than the best.
- **Mission** :-To deliver delight to our Customers, Stakeholders and Employees.