

SNS PROPERTIES AND LEASING LIMITED

CIN: L38210DL1985PLC020853

Regd. Office: Unit 204 Plaza P-3 Central Square 20 Manohar Lal Khurana Marg, Bara Hindu Rao, Sadar Bazar, Delhi, India- 110006

E-Mail: sns.prop.ltd@gmail.com, Tel. No. +91 7992313157 and Website: www.snsind.in

Criteria / Policy for Making Payments to Non-Executive Directors

1. Preface

With the evolving corporate governance framework under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the role, responsibilities and contribution of Non-Executive Directors (“NEDs”) have significantly increased. The Company derives substantial benefit from the experience, expertise, guidance and independent judgment contributed by the Non-Executive Directors through their active participation in Board and Committee deliberations and by advising the management on strategic, operational and governance matters.

Regulation 34(3) read with Schedule V of the Listing Regulations requires disclosure of the criteria for making payments to Non-Executive Directors in the Annual Report. Alternatively, Regulation 46(2) permits such criteria to be placed on the Company’s website with appropriate reference in the Annual Report.

Accordingly, the following policy lays down the criteria for payment of remuneration to Non-Executive Directors of **SNS Properties and Leasing Limited** (“the Company”), in accordance with applicable laws.

2. Criteria for Payment to Non-Executive / Independent Directors

Payments to Non-Executive Directors shall be made strictly in compliance with the Companies Act, 2013, rules made thereunder and the Listing Regulations, and shall be approved by the Board of Directors and/or shareholders wherever required.

Sitting Fee:

Non-Executive Directors may be paid sitting fees for attending meetings of the Board and/or Committees thereof or for any other meeting as permitted under Section 197(5) of the Companies Act, 2013, within the limits prescribed by law, as may be decided by the Board.

Commission:

Pursuant to Section 197 of the Companies Act, 2013, the Company may pay commission to its Non-Executive Directors out of net profits, subject to shareholder approval and statutory limits up to **1% of net profits** where the Company has a Managing Director / Whole-time Director / Manager; or up to **3% of net profits** where the Company does not have a Managing Director / Whole-time Director / Manager. At present, the Company **does not pay any commission** to its Non-Executive Directors.

Professional Fees:

The Company may pay professional fees to a Non-Executive Director for services rendered, provided such services are of a professional nature and do not conflict with the director’s role as a Board member. Such payments shall be in compliance with Sections 188 and 197 of the Companies Act, 2013, and shall be subject to approval of the Board and shareholders, wherever applicable.

Reimbursement of actual expenses incurred:

Non-Executive Directors may be reimbursed for actual and reasonable expenses incurred in connection with attending Board and Committee meetings or for carrying out Company-related work, including travel, boarding, lodging and incidental expenses.

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Payment to independent directors:

In accordance with Section 149(9) read with Section 197 of the Companies Act, 2013, Independent Directors shall **not be entitled to any stock options**; They may be paid sitting fees, reimbursement of expenses and, where applicable, profit-related commission approved by shareholders; and In case the Company has **no profits or inadequate profits**, Independent Directors may be paid remuneration (other than sitting fees) in accordance with the limits prescribed under **Schedule V of the Companies Act, 2013**, subject to requisite approvals.

3. Amendments

The Company reserves the right to amend, modify or substitute this Policy at any time to ensure compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such amendments shall become effective in accordance with applicable law.

4. Dissemination of the Policy

This Policy shall be hosted on the Company's website at www.snsind.in, in compliance with Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.