

**CRITERIA FOR MAKING PAYMENT TO EXECUTIVE AND NON EXECUTIVE DIRECTORS**

<p>For Making Payment of Sitting Fees to Directors</p>	<p>On recommendation of Nomination and Remuneration Committee Meeting held on 10<sup>th</sup> November, 2017, the Board of directors in its meeting dated 10<sup>th</sup> November, 2017 has approved the sitting fees to be paid to all the directors whether Executive or Non-Executive Directors as per below mentioned table for attending per Board Meeting:-</p> <table border="1" data-bbox="459 510 1453 846"> <thead> <tr> <th>Name of the Director</th> <th>Designation</th> <th>Director Sitting fee (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Mr. Sanjeev Goel</td> <td>Managing Director</td> <td>Rs. 10,000/-</td> </tr> <tr> <td>Mr. S.K. Goel</td> <td>Non-executive Independent Director</td> <td>Rs. 40,000/-</td> </tr> <tr> <td>Mr. Rakesh Kumar Joshi</td> <td>Non-executive Independent Director</td> <td>Rs. 40,000/-</td> </tr> <tr> <td>Mrs. Kumud Gupta</td> <td>Non-executive Independent Woman Director</td> <td>Rs. 40,000/-</td> </tr> </tbody> </table> <p>Expenses incurred for participation in the Board Meeting shall be reimbursed on actual basis on submission of voucher by the concerned director.</p> <p>However, no sitting fees shall be paid to the directors for attending any Committee Meeting of Board of Directors</p>	Name of the Director	Designation	Director Sitting fee (Rs.)	Mr. Sanjeev Goel	Managing Director	Rs. 10,000/-	Mr. S.K. Goel	Non-executive Independent Director	Rs. 40,000/-	Mr. Rakesh Kumar Joshi	Non-executive Independent Director	Rs. 40,000/-	Mrs. Kumud Gupta	Non-executive Independent Woman Director	Rs. 40,000/-
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Mr. Sanjeev Goel	Managing Director	Rs. 10,000/-														
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Mrs. Kumud Gupta	Non-executive Independent Woman Director	Rs. 40,000/-														
<p>For Making payment of professional services / consultancy services of directors which are in routine in</p>	<p>For making routine payment covered under omnibus approval as related party transactions hence the same shall be approved as per below mentioned framework</p> <ul style="list-style-type: none"> <li>- The payment of professional services to directors must be in ordinary course of business and on arm's length basis.</li> <li>- The payment must be in compliance with Company's Related Party Transactions Policy (RPT Policy)</li> <li>- The payment must be approved by the Audit Committee as omnibus approval for each financial year.</li> <li>- The omnibus approval of Audit Committee must be place before the Board for their taking not of the same or approval wherever required.</li> <li>- The payment must be approved by the Board of Directors wherever applicable and if threshold limits are exceeded then it must have approval of the Shareholders.</li> </ul>															

<p>For making payment of specific transaction which are not covered under omnibus approval committee</p>	<p>For making payment of specific transactions not covered under omnibus approval to directors are related party transactions hence the same shall be approved as per below mentioned framework</p> <ul style="list-style-type: none"> <li>- The payment of professional services to directors must be in ordinary course of business and on arm's length basis.</li> <li>- The payment must be in compliance with Company's Related Party Transactions Policy (RPT Policy)</li> <li>- The payment must be approved by the Audit Committee as specific transactions for approval of the Board of Directors</li> <li>- The Payment must be approved by the Board of Directors and wherever threshold limits are exceeded then it must have approval of the Shareholders.</li> </ul> <p>The omnibus approval of Audit Committee must be placed before the Board for their taking not of the same or approval wherever required.</p>
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