

## CRITERIA FOR PAYMENT OF REMUNERATION TO THE NON-EXECUTIVE DIRECTORS

[Pursuant to the provisions of Clause 49 VIII C 3 of the Listing Agreement]

### 1. PURPOSE

This criteria is framed by the Company pursuant to Clause 49 (VIII)(C3) of the Listing Agreement to ensure compliance.

### 2. CRITERIA FOR PAYMENT OF REMUNERATION

#### 2.1. By way of Sitting Fees.

For devoting valuable time in attending & participating in the discussions at the Board & Committee Meetings, either by physically remaining present or through Video Conference - the Non-Executive Directors are paid Sitting Fees as per the Remuneration Policy of the Company for its Directors or as may be decided by the Board of Directors.

#### 2.2. Present fee structure

Details	Fees*	Amount reimbursable towards conveyance
Board	Rs.8,000/-	Rs.5,000/-
Audit Committee	Rs.5,000/-	Rs.3,000/-
Stakeholders' Relationship Committee	Rs.4,000/-	Rs.2,000/
Management Development, Nomination and Remuneration Committee	Nil	Nil
Corporate Social Responsibility	Nil	Nil

\*Subject to TDS (Tax deduction at source).

### 3. REVIEW AND CHANGES TO THIS POLICY

3.1. The Board will review this criteria as often as it considers necessary, in view of amendments to the statutes / Listing Agreement or even otherwise..

3.2. The Board may change this criteria from time to time by resolution.

## ADOR FONTECH LIMITED

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