

**STANROSE MAFATLAL  
INVESTMENTS AND FINANCE LIMITED**

**Criteria of Making Payments to Non-Executive Directors**

Non-Executive Directors are paid commission as approved by the Board within the Limits approved by the shareholder of the Company. The amount of such Commission, taken together for all Non- Executive Directors will not exceed 3% [as all the Directors in the Company are Non-Executive Directors] of the net profit of the Company in financial year calculated as per the requirements of Section 198 of the Companies Act, 2013.

The said commission is decided each year by the Board of Directors and distributed amongst the Non-Executive Directors based on their evaluation, contribution at the board and certain committee meetings and after consideration of net profit of the Company in that particular year.