

***Criteria of making Payment to Non
Executive Directors of the Company***

**[AMENDING POLICY DATED THE
12TH AUGUST, 2014]**

BACKGROUND

Ansal Properties & Infrastructure Limited {including its subsidiaries, affiliates, associate(s), joint venture(s), group company (ies)} (hereinafter referred as the 'Company') believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and in complete compliance of laws, as amended from time to time.

PAYMENTS & CRITERIA

At present, there are total nine directors at the Board of the Company {Board} out of which there are 6 (six) Non-Executive Directors who are also independent and the remaining 3(three) are Executive Directors.

Sitting fees

The Company, at present, pays sitting fees of Rs 30,000/- to Non-Executive Independent Directors for their attending each meeting of the Board and its Committees. The amount is subject to revision from time to time.

The sitting fees are being paid as per Article 107 of the Articles of Association of the Company. and in terms of section 197 and other applicable provisions of the Companies Act 2013 and Companies [Appointment and Remuneration of Managerial Personnel] Rules 2014 { in short, "Rules"}, as amended from time to time

Reimbursement

Besides the above, the non-Executive Directors are also reimbursed Conveyance Expenses of Rs.5000/- (per meeting) for attending the Board, and/or Committee/s Meetings. The amount is subject to revision from time to time.

Commission

In view of increased roles and responsibilities in the context of expanding business of the Company and valuable contribution made by the Non Executive Directors by devoting extra time and efforts, the Board and shareholders of the Company have approved from time to time, payment of commission aggregate not exceeding one percent {1%} of the net profits of the Company for each financial year calculated on its standalone audited results, subject to Rs 50 {fifty} lakhs per annum, payable annually, for periods of five years each, in terms of Sections 197, 198 and other applicable provisions of Companies Act 2013 and its Rules.

No other payments

No other remuneration is paid / payable to the non-Executive Directors, at present.

Criteria in terms of Securities Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations 2015 (Listing Regulations)

The following are the overall criteria kept in view for fixing and making payment of the remuneration to non- Executive Directors, being applied uniformly, for all the non- Executive Directors-

- Experience and qualification;
- Skills and knowledge of the real estate/ allied Industry,
- Expertise;
- Responsibilities and duties;
- Time& efforts devoted;
- Value addition;
- Profitability of the Company & growth of its business;
- Provisions of law with regard making payment of remuneration to non- Executive Directors including independent directors.

All the non-Executive Directors are eminent personalities, qualified and vastly experienced.

Compliance

The aforesaid are subject to revision/s and further compliances as per applicable law/s prevailing from time to time including Section 149, 197 & Schedule IV and other applicable provisions of the Companies Act 2013 & Companies [Appointment and Qualification of Directors] Rules 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

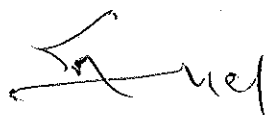
Implementation

The Nomination and Remuneration Committee of the Company shall recommend to the Board of Directors for appropriate decision/s based on the criteria laid down herein.

Disclosure

- This Policy shall be disclosed in Annual Report of the Company.
- This Policy shall be uploaded on the Company's website.

12th August, 2017



**Sushil Ansal
Chairman & Whole Time Director**

