

**ANSAL PROPERTIES &
INFRASTRUCTURE LIMITED**

**CRITERIA OF MAKING PAYMENT TO
NON- EXECUTIVE DIRECTORS OF THE
COMPANY**

**(AMENDING POLICY DATED 12TH
AUGUST, 2017)**

BACKGROUND

Ansal Properties And 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 six directors at the Board of the Company (Board) out of which there are 3 (three) 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 20,000/- to Non-Executive Independent Directors for their attending each meeting of the Board and Rs.10,000/- for attending Committees' meetings. The amount is subject to revision, from time to time, by the Board of Directors.

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 (Act) 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. 2000/- (per meeting) for attending the Board and Committee/s Meetings. The amount is subject to revision, from time to time, by the Board of Directors.

Refund of excess remuneration paid

If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the prescribed limit or without the prior sanction of the Central Government, where it is required, he shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it unless approved by the Company by Special Resolution

within two years from the date the sum becomes refundable. Furthermore, in case of defaults in payment to banks or public financial institutions or non-convertible debentures or other secured creditor, if any, the prior consent of concerned institution/s be obtained.

Approval from Shareholders

1. the Board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.
2. the shareholders' resolution shall specify the limits for the maximum number of stock options that can be granted to non-executive directors, in any financial year and in aggregate. An independent director shall not be entitled to any stock option and may receive remuneration by way of fees and reimbursement of expenses for participation in meetings of the Board and Committee/s meetings.

Provided that, if a company has no profits or its profits are inadequate, an independent director may receive remuneration, exclusive of any fees payable under sub-section (5) of section 197, in accordance with the provisions of Schedule V of the Act.

3. The approval of shareholders by Special Resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

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, as amended (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 V 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, as amended.

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.



Sushil Ansal

Chairman and Whole Time Director



12th August, 2021

New Delhi